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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 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.

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## **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)**

### **SUPPLEMENTAL CIRCULAR PROPOSED CHANGE OF AUDITOR AND SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

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This supplemental circular should be read together with the circular issued by the Company to the Shareholders dated 30 April 2021 (the “Circular”).

The Company will hold the AGM at Suites 4506-4509, Two International Finance Centre, No. 8 Finance Street, Central, Hong Kong on 23 June 2021 at 11:00 a.m. as originally scheduled. A letter from the Board is set out on pages 3 to 4 of this supplemental circular. A supplemental notice of AGM is set out on pages 5 to 6 of this supplemental circular.

The Revised Form of Proxy for use at the AGM is enclosed with this supplemental circular. Whether or not you are able to attend the AGM, you are requested to complete the Revised Form of Proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar in Hong Kong, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the Original Form of Proxy and/or the Revised Form of Proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

In view of the ongoing Novel Coronavirus (COVID-19) epidemic, the Company strongly recommends Shareholders to exercise their voting rights by appointing the chairman of the 2021 AGM as their proxy to vote on the relevant resolutions at the 2021 AGM as an alternative to attending the 2021 AGM in person.

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Suites 4506-4509, Two International Finance Centre, No. 8 Finance Street, Central, Hong Kong on 23 June 2021 at 11:00 a.m.
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“BDO”	BDO Limited
“Circular”	the circular of the AGM of the Company dated 30 April 2021
“Company”	China Development Bank International Investment Limited, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange
“Directors”	directors of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Notice”	the notice of the AGM of the Company dated 30 April 2021
“Original Form of Proxy”	the form of proxy despatched to the Shareholders together with the AGM circular of the Company dated 30 April 2021
“PwC”	PricewaterhouseCoopers
“Revised Form of proxy”	the revised proxy form despatched to the Shareholders together with this supplemental circular
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholders”	holder(s) of the Share(s)

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## DEFINITIONS

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“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Notice”	the supplemental notice convening the AGM as set out on page 5 to 6 of this supplemental circular
“%”	per cent

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## LETTER FROM THE BOARD

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### 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)**

**Directors:**

*Executive Director:*

Mr BAI Zhe (*Chairman*)

*Independent Non-executive Directors:*

Mr SIN Yui Man

Mr FAN Ren Da, Anthony

Mr CHEUNG Ngai Lam

*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

1 June 2021

*To the Shareholders*

Dear Sir or Madam,

### **SUPPLEMENTAL CIRCULAR PROPOSED CHANGE OF AUDITORS AND**

### **SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

#### **1. INTRODUCTION**

We refer to the Circular, the Notice, and the announcement of the Company dated 11 May 2021 in relation to the proposed change of auditor of the Company. The purpose of this supplemental circular is to provide you with the information regarding the change in the resolution relating to the proposed change of auditor of the Company. This supplemental circular should be read in conjunction with the Circular.

#### **2. PROPOSED CHANGE OF AUDITOR**

We refer to the announcement of the Company dated 11 May 2021 in relation to the proposed change of auditor of the Company.

With the recommendation from the Audit Committee, the Board proposes to appoint BDO as the auditor of the Company to fill the vacancy following the retirement of PwC. Pursuant to the Articles, the proposed appointment of BDO as the auditor will be subject to approval by the Shareholders by an ordinary resolution at the forthcoming AGM and client acceptance procedures to be conducted by BDO.

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## LETTER FROM THE BOARD

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The Company is incorporated under the laws of Cayman Islands and to the knowledge of the Board there is no requirement under the laws of Cayman Islands for the retiring auditor to confirm whether or not there is any circumstance connected with their retirement which they consider should be brought to the attention of the Company's members and creditors. PwC has therefore not issued such confirmation. The Board has confirmed that there are no matters in respect of the proposed change of auditor that need to be brought to the attention of holders of securities of the Company.

### 3. AGM

The AGM will be held as originally scheduled at Suites 4506-4509, Two International Finance Centre, No. 8 Finance Street, Central, Hong Kong on 23 June 2021 at 11:00 a.m.

The Supplemental Notice together with the Revised Form of Proxy is enclosed to this supplemental circular and is also published on the website of the Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company ([www.cdb-intl.com](http://www.cdb-intl.com)), for the purpose of notifying the Shareholders the third resolution as mentioned in the Supplemental Notice. Apart from the amendments as set out in the Supplemental Notice, all the information contained in the Notice shall remain to have full force and effect. Please refer to the Circular and the Notice for the details of other resolutions to be proposed at the AGM and other relevant matters.

Shareholders who have appointed or intend to appoint a proxy/proxies to attend the AGM are requested to pay particular attention to the special arrangements as set out in the Revised Form of Proxy. Whether or not you are able to attend the AGM, you are requested to complete the Revised Form of Proxy, in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the Original Form of Proxy and/or the Revised Form of Proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

### 4. RECOMMENDATION

The Directors believe that the proposed appointment of BDO as the auditor of the Company is in the best interest of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution as set out in the Supplemental Notice to be proposed at the AGM.

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

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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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### 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)

#### SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This notice is supplemental to the notice of the annual general meeting (the “AGM”) of China Development Bank International Investment Limited (the “Company”) dated 30 April 2021 (the “Notice”) to convene the AGM to be held at Suites 4506-4509, Two International Finance Centre, No. 8 Finance Street, Central, Hong Kong on 23 June 2021 at 11:00 a.m. as originally scheduled.

Details of the proposed resolutions to be considered at the AGM were stated in the Notice. Unless otherwise stated, terms defined herein shall have the same meanings as those defined in the circular of the Company dated 30 April 2021 and the supplemental circular of the Company dated 1 June 2021 (the “Supplemental Circular”).

#### SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT:

Due to the matters as set out in the supplemental circular of the Company dated 1 June 2021, the resolution under item numbered 3 stated in the Notice should be deleted in its entirety and replaced by the following new resolution under item numbered 3:

- “3. To consider and approve the appointment of BDO Limited as the auditor of the Company to hold office until conclusion of the next annual general meeting, and to authorise the board of the Company to determine its remuneration”

Apart from the amendments as set out above, all the information contained in the Notice shall remain to have full force and effect.

By Order of the Board  
**BAI Zhe**  
Chairman

Hong Kong, 1 June 2021

*Principal place of business:*

Suites 4506-4509

Two International Finance Centre

No. 8 Finance Street

Central, Hong Kong

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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (a) Details in respect of the above are set out in the Supplemental Circular.
- (b) The Revised Proxy Form in connection with the above resolution is enclosed with the Supplemental Circular.
- (c) Please refer to the Notice for details of other resolutions to be proposed at the AGM and other relevant matters.
- (d) Any member entitled to attend and vote at the AGM is entitled to appoint another person as his/her proxy to attend and vote on his/her behalf. A member who is the holder of two or more Shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company.
- (e) To be valid, the Revised Proxy Form together with any power of attorney or other authority under which it is signed or a certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
- (f) 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/it were solely entitled thereto, but if more than one of such joint holders are present at the AGM, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such Shares shall alone be entitled to vote in respect thereof.
- (g) As at the date hereof, the Board is comprised of Mr BAI Zhe as an Executive Director; and Mr SIN Yui Man, Mr FAN Ren Da, Anthony and Mr CHEUNG Ngai Lam as Independent Non-executive Directors.

**In view of the ongoing Novel Coronavirus (COVID-19) epidemic, the Company strongly recommends Shareholders to exercise their voting rights by appointing the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.**

### PRECAUTIONARY MEASURES FOR THE AGM

The Company will implement the following measures at the AGM, including:

- compulsory body temperature checks
- refusal of entry of those with a body temperature of over 37.3 degrees celsius
- wearing of face masks throughout the AGM
- no distribution of corporate gifts and refreshments

Any person who does not comply with the precautionary measures will be denied entry into the AGM venue.