
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **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)

**(1) GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES**

**(2) RE-ELECTION OF RETIRING DIRECTORS
AND**

(3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM (as defined herein) of China Development Bank International Investment Limited to be held at Suites 4506-4509, Two International Finance Centre, No. 8 Finance Street, Central, Hong Kong on 22 June 2022 at 11:00 a.m. is set out on pages 15 to 18 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor 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 enclosed 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 AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

28 April 2022

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DEFINITIONS

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 22 June 2022 at 11:00 a.m.
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“BDO”	BDO Limited
“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
“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 (國開國際控股有限公司), a company incorporated under the laws of Hong Kong and a wholly-owned subsidiary of CDBC
“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
“Extension Mandate”	as defined in paragraph 2(c) of the Letter from the Board in this Circular
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	as defined in paragraph 2(a) of the Letter from the Board in this Circular

DEFINITIONS

“Latest Practicable Date”	25 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China, which for the purpose of this circular excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	as defined in paragraph 2(b) of the Letter from the Board in this Circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholders”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent

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)

Directors:

Executive Director:

Mr. BAI Zhe (*Chairman*)

Non-executive Director:

Mr. LU Yanpo

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

28 April 2022

To the Shareholders

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES**

**(2) RE-ELECTION OF RETIRING DIRECTORS
AND**

(3) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with the information to enable you to make an informed decision on whether to vote for or against the proposed ordinary resolutions at the forthcoming AGM regarding (i) the grant of the Issue Mandate to the Directors; (ii) the grant of the Repurchase Mandate to the Directors; (iii) the grant of Extension Mandate to the Directors; and (iv) the re-election of retiring Directors.

**2. THE ISSUE MANDATE AND THE REPURCHASE MANDATE AND THE
EXTENSION MANDATE**

At the last annual general meeting of the Company held on 28 June 2021, general mandates were given to the Directors to exercise the powers of the Company to issue Shares and to repurchase Shares respectively. Such general mandates will lapse at the conclusion of the AGM.

LETTER FROM THE BOARD

At the forthcoming AGM, the following ordinary resolutions will be proposed for the Shareholders to consider and, if thought fit, grant the new general mandates to the Directors to exercise the power of the Company:–

- (a) to allot, issue and otherwise deal with Shares, options and warrants of the Company of an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company on the date of passing such resolution (the “**Issue Mandate**”);
- (b) to repurchase Shares on the Stock Exchange of an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company on the date of passing such resolution (the “**Repurchase Mandate**”); and
- (c) to extend the Issue Mandate by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate, if granted (the “**Extension Mandate**”).

Details of the Issue Mandate, the Repurchase Mandate and the Extension Mandate are respectively set out in Resolutions 4, 5 and 6 in the notice of the AGM set out on pages 15 to 18 of this circular.

The Repurchase Mandate and the Issue Mandate will continue in force until the earlier of (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; (c) the date on which the authority given under the ordinary resolution approving the Repurchase Mandate and/or the Issue Mandate is/are revoked or varied by an ordinary resolution of the Shareholders.

The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the Issue Mandate or to repurchase any Shares pursuant to the Repurchase Mandate.

In accordance with the Listing Rules, an explanatory statement containing all the information reasonably necessary to enable the Shareholders to make an informed decision on whether or not to vote for or against the ordinary resolution to grant the Repurchase Mandate at the AGM is set out in Appendix I to this circular.

3. RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of five Directors, namely, Mr. BAI Zhe as an executive Director; Mr. LU Yanpo as a non-executive Director; and Mr. SIN Yui Man, Mr. FAN Ren Da, Anthony and Mr. CHEUNG Ngai Lam as independent non-executive Directors.

LETTER FROM THE BOARD

Pursuant to Article 88 of the Articles, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation. Mr. BAI Zhe (“**Mr. BAI**”) and Mr. CHEUNG Ngai Lam (“**Mr. CHEUNG**”) will retire by rotation from the Board at the AGM and, being eligible, will offer themselves for re-election. Mr. CHEUNG has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules. Further, Mr. LU Yanpo (“**Mr. LU**”), the Director newly appointed by the Board on 11 February 2022 will also retire from office at the AGM in accordance with Article 87(3) and, being eligible, will offer himself for re-election as a Director of the Company.

The nomination committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company’s Board Diversity Policy and Director Nomination Policy and the Company’s corporate strategy, and the independence of all independent non-executive Directors. The nomination committee has recommended to the Board on re-election of all the retiring Directors including the aforesaid independent non-executive Director who is due to retire at the AGM.

Having considered the requirements and obligations of independent non-executive directors, including the factors to be taken into account in assessing his independence under Rule 3.13 of the Listing Rules, the Board believes that Mr. CHEUNG continues to be independent. In addition, the Board believes that Mr. BAI, Mr. CHEUNG and Mr. LU have the character, integrity, independence and expertise to fulfill their roles effectively and will continue to bring valuable experience, knowledge and professionalism to the Board for its efficient and effective functioning. Brief biographical details of the retiring Directors are set out in Appendix II to this circular.

4. AGM

The notice convening the AGM to be held on 22 June 2022 at 11:00 a.m. at Suites 4506-4509, Two International Finance Centre, No. 8 Finance Street, Central, Hong Kong is set out on pages 15 to 18 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, (i) the grant of the Issue Mandate to the Directors; (ii) the grant of the Repurchase Mandate to the Directors; (iii) the grant of the Extension Mandate to the Directors; and (iv) the re-election of retiring Directors. Besides, resolutions in relation to (i) the audited consolidated financial statements together with the reports of the directors and auditor of the Company for the year ended 31 December 2021 and (ii) re-appoint BDO Limited, Certified Public Accountants, as the Company’s auditor to hold office until the next annual general meeting of the Company, and to authorise the Board to fix their remuneration will also be proposed to seek Shareholder’s approval at the AGM, of which the details are set out in the 2021 annual report of the Company.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Such form of proxy for use at the AGM is also published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.cdb-intl.com. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy,

LETTER FROM THE BOARD

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 enclosed form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

According to Rule 13.39(4) of the Listing Rules, at any general meeting, any vote of the Shareholders will be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands, and an announcement on the results of the poll will be published by the Company on the websites of the Company and the Stock Exchange after the AGM.

The chairman of the AGM will request for voting by poll on all the proposed resolutions in the notice of the AGM. Detailed procedures for conducting the poll will be explained at the commencement of the AGM.

5. RECOMMENDATION

The Directors believe that (i) the grant of the Issue Mandate to the Directors; (ii) the grant of the Repurchase Mandate to the Directors; (iii) the grant of the Extension Mandate to the Directors; and (iv) the re-election of retiring Directors, together with resolutions (v) the audited consolidated financial statements together with the reports of the directors and auditor of the Company for the year ended 31 December 2021 and (vi) re-appoint BDO Limited, Certified Public Accountants, as the Company's auditor to hold office until the next annual general meeting of the Company, and to authorise the Board to fix their remuneration are in the best interest of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM.

6. CLOSURE OF REGISTER OF MEMBERS

In order to determine the identity of the Shareholders who are entitled to attend and vote at the forthcoming AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on 16 June 2022. The register of members of the Company will be closed from 17 June 2022 to 22 June 2022 (both dates inclusive), during which period no share transfers will be registered. Shareholders whose names appear on the register of members of the Company on 22 June 2022 are entitled to attend and vote at the AGM.

LETTER FROM THE BOARD

7. FURTHER INFORMATION

Your attention is drawn to Appendix I to this circular which provides an explanatory statement on the Repurchase Mandate and Appendix II which sets out details of the Directors proposed to be re-elected at the AGM in accordance with the Listing Rules.

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

The following is the explanatory statement required to be sent to Shareholders under Rule 10.06(1)(b) of the Listing Rules in connection with the Repurchase Mandate proposed to be passed by the Shareholders by an ordinary resolution at the AGM.

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

(a) Shareholders' approval

The Listing Rules provide that all on-market repurchases of securities by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a specific approval in relation to specific transactions or by a general mandate to the directors of the company to make such repurchases.

(b) Maximum number of securities to be repurchased

As at the Latest Practicable Date, the issued share capital of the Company was 2,902,215,360 Shares.

Subject to passing of the resolution approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Directors would be authorized under the Repurchase Mandate to repurchase a maximum of 290,221,536 Shares which represent 10% of the then issued share capital of the Company.

(c) Subsequent issue of shares

A company may not without the prior approval of the Stock Exchange issue new shares or announce a proposed new issue of securities for a period of 30 days immediately following a repurchase of securities, whether on the Stock Exchange or otherwise (other than an issue of securities pursuant to the exercise of share options or similar instruments requiring the company to issue securities which were outstanding prior to the repurchase).

(d) Reasons for repurchases

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

(e) Funding of repurchases

Repurchases must be made out of the funds legally available for such purpose in accordance with the Articles of the Company, the Listing Rules and the applicable laws of the Cayman Islands and Hong Kong. It is envisaged that the funds required for any repurchases would be derived from the distributable profits of the Company.

(f) Impact of repurchases

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2021 in the event that the repurchase of Shares were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or its gearing levels which in the opinion of the Directors is from time to time appropriate for the Company.

(g) Connected parties

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company of a present intention to sell Shares to the Company and no such persons have undertaken not to sell any Shares to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

(h) Share purchases made by the Company

The Company has not repurchased any securities (whether on the Stock Exchange or otherwise) in the six months prior to the Latest Practicable Date.

(i) Share prices

The highest and lowest prices at which the Shares had been traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:-

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
March 2021	0.190	0.152
April 2021	0.186	0.166
May 2021	0.206	0.179
June 2021	0.160	0.160
July 2021	0.141	0.141
August 2021	0.140	0.132
September 2021	0.132	0.132
October 2021	0.148	0.148
November 2021	0.138	0.138
December 2021	0.128	0.128
January 2022	0.135	0.135
February 2022	0.132	0.132
March 2022	0.133	0.133

(j) Directors and their close associates

None of the Directors nor to the best of their knowledge, having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), have any present intention, in the event that the Repurchase Mandate is granted by the Shareholders, to sell the Shares to the Company or its subsidiaries.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the Repurchase Mandate only in accordance with the Listing Rules and the laws of the Cayman Islands.

(k) Takeovers Code

If, as a result of a share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could, depending on the level of increase of its or their interest, 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 at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, CDBIH and Yoobright Investments Limited, which held approximately 66.16% and 5.64% respectively of the issued share capital of the Company, were the substantial shareholders (as defined under the SFO) holding more than 5% of the issued share capital of the Company. In the event that the Directors should exercise the proposed Repurchase Mandate in full, on the basis that no further Shares are issued or repurchased prior to the date of the AGM, the shareholding of CDBIH and Yoobright Investments Limited in the Company would be increased to approximately 73.51% and 6.27% respectively of the issued share capital of the Company and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as disclosed above, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any purchases made pursuant to the Repurchase Mandate.

The particulars of the Directors proposed to be re-elected at the AGM are as follows:

Mr. BAI Zhe

Mr. BAI Zhe, aged 45, has been appointed as an executive Director of the Company since 20 January 2014. He is also the chairman of the Board and the chairman of the nomination committee of the Company. He currently is the deputy chief executive officer of CDBIH. Mr. BAI joined the Company in July 2012 as the managing director of the Company. He served as the chief operating officer of CDBIH from 2013 to 2014. Prior to that, Mr. BAI served as the deputy division head of Direct Investment Division IV and the division head of International Business Division of CDBC from 2011 to 2014. From 1998 to 2011, Mr. BAI had been working at, in chronological order, Tianjin Branch, a working mission of South America, Hong Kong Branch and International Finance Department of CDB. Mr. BAI obtained a Bachelor's degree in Law from Xiamen University in 1998 and a Doctor's degree in Economics from Beijing Jiaotong University in 2017. Mr. BAI has extensive experience in general corporate management, international banking, finance and investment management.

Save as disclosed above, as at the Latest Practicable Date, Mr. BAI has not held any other directorships in any other listed public companies in the last three years and has not held any other positions with the Company and other members of the Group. Save as disclosed herein, as at the Latest Practicable Date, Mr. BAI does not have any relationship with any other Director, senior management or substantial or controlling shareholder of the Company.

Mr. BAI has entered into a service agreement dated 20 January 2020 with the Company for a term of three years commencing on 20 January 2020 until terminated by either party by serving a notice in writing to the other of not less than three calendar months in accordance with the terms of the service agreement and subject to retirement by rotation, re-election or removal by resolution at the Company's annual general meetings in accordance with the Articles of the Company and the Listing Rules. Mr. BAI will not receive a fixed annual fee for serving as a Director. However, Mr. BAI is entitled to receive the discretionary bonus for the performance of his duties as an executive Director, which is determined with reference to the prevailing market rate and the Director's time commitment and expertise in the Company's affairs.

As at the Latest Practicable Date, Mr. BAI does not have and is not deemed to have any interest 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. There is no information relating to Mr. BAI that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters that need to be brought to the attention of holders of securities of the Company.

Mr. CHEUNG Ngai Lam

Mr. CHEUNG Ngai Lam, aged 52, has been appointed as an independent non-executive Director of the Company since 28 January 2021. He is also the chairman of the audit committee, a member of the remuneration committee and a member of nomination committee of the Company. Mr. CHEUNG is a member of the American Institute of Certified Public Accountants and is a Certified Practicing Accountant of Australia. Mr. CHEUNG currently serves as an independent non-executive director of Guoan International Limited (listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), stock code: 143), New Provenance Everlasting Holdings Limited (listed on the Stock Exchange, stock code: 2326) and Boyaa Interactive International Limited (listed on the Stock Exchange, stock code: 434). Mr. CHEUNG served as an independent non-executive director of Asia Television Holding Limited (listed on the Stock Exchange, stock code: 707) from 2016 to 2019, and an independent non-executive director of China Huishan Dairy Holdings Company Limited (listed on the Stock Exchange and delisted in 2019, stock code prior to the delisting: 6863) in 2017. Mr. CHEUNG obtained a Bachelor’s degree in social sciences from the University of Hong Kong in 1991, a Master’s degree in accounting from the Curtin University of Technology (currently known as Curtin University) in 1997 and a Master’s degree in science (Investment Management) from the Hong Kong University of Science and Technology in 2001.

Save as disclosed above, as at the Latest Practicable Date, Mr. CHEUNG has not held any other directorships in any other listed public companies in the last three years and has not held any other positions with the Company and other members of the Group. Save as disclosed herein, as at the Latest Practicable Date, Mr. CHEUNG does not have any relationship with any other Director, senior management or substantial or controlling shareholder of the Company.

Mr. CHEUNG has entered into a service agreement dated 28 January 2021 with the Company for a term of three years commencing on 28 January 2021 until terminated by either party by serving a notice in writing to the other of not less than three calendar months in accordance with the terms of the service agreement and subject to retirement by rotation, re-election or removal by resolution at the Company’s annual general meetings in accordance with the Articles of the Company and the Listing Rules. Mr. CHEUNG will receive a fixed annual fee of HK\$100,000 per annum subject to annual review by the Board at each financial year end of the Company, which is determined with reference to his duties and responsibilities of the Company.

As at the Latest Practicable Date, Mr. CHEUNG does not have and is not deemed to have any interest 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.

There is no information relating to Mr. CHEUNG that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters that need to be brought to the attention of holders of securities of the Company.

Mr. LU Yanpo

Mr. LU Yanpo (盧硯坡, formerly known as LU Yanpo* (盧艷坡)), aged 48, has been appointed as a non-executive Director of the Company since 11 February 2022. He has also been appointed as a member of the nomination committee, the audit committee and the remuneration committee of the Company with effect from 11 February 2022. Mr. LU graduated from Tsinghua University with a Master's degree in Public Administration and has over 15 years of experience in loan management, administration management, risk management and investment management. Mr. LU has successively served as a Risk Management Manager of Credit Review Department (at the Deputy-director level) of China Development Bank, Deputy Division Director of Credit Review Department of China Development Bank, Deputy General Manager and General Manager of Human Resources Department of CDB Capital Co., Ltd., President of China Development Bank International Holdings Limited and Operations Director of CDB Capital Co., Ltd.. Mr. LU has extensive experience in the banking and financial services industry.

Save as disclosed above, as at the Latest Practicable Date, Mr. LU has not held any other directorships in any other listed public companies in the last three years and has not held any other positions with the Company and other members of the Group. Save as disclosed herein, as at the Latest Practicable Date, Mr. LU does not have any relationship with any other Director, senior management or substantial or controlling shareholder of the Company.

Mr. LU has entered into a service contract with the Company for an initial term of three years commencing from 11 February 2022 or such term may be terminated by Mr. LU or the Company by giving not less than three months' notice in writing to him at any time during the said initial term of his appointment. Mr. LU is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of the Company and the Listing Rules. Pursuant to Mr. LU's service contract, he is not entitled to receive any remuneration for his services as a non-executive Director but the Board may, at its discretion, provide Mr. LU with such benefits as it considers appropriate.

As at the Latest Practicable Date, Mr. LU does not have and is not deemed to have any interest 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.

There is no information relating to Mr. LU that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters that need to be brought to the attention of holders of securities of the Company.

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of China Development Bank International Investment Limited (the “**Company**”) will be held at Suites 4506-4509, Two International Finance Centre, No. 8 Finance Street, Central, Hong Kong on 22 June 2022 at 11:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements together with the reports of the directors and auditor of the Company for the year ended 31 December 2021.
2. To re-elect retiring directors of the Company and to authorize the board of directors (the “**Board**”) of the Company to fix the remuneration of the directors of the Company (“**Directors**”).
3. To re-appoint BDO Limited, Certified Public Accountants, as the Company’s auditor to hold office until the next annual general meeting of the Company and to authorize the Board to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without modifications the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

4. “**THAT** the general mandate unconditionally given to the Directors to allot, issue and deal with shares in the share capital of the Company (the “**Shares**”), and to make or grant offers, agreements and options in respect thereof including warrants to subscribe Shares, which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved in substitution for and to the exclusion of any existing authority previously granted, subject to the following conditions:
 - (a) the mandate shall not extend beyond the Relevant Period (as defined below), except that the Directors might during the Relevant Period make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
 - (b) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors, otherwise than pursuant to (i) Rights Issue (as defined below), (ii) the exercise of the subscription or conversation rights attaching to the terms of any warrant issued by the Company or any securities which are convertible into Shares, or (iii) any

NOTICE OF ANNUAL GENERAL MEETING

option or similar arrangement for the time being adopted for the grant or issue to the officers, employees, consultants and/or representatives of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares, shall not exceed 20 per cent. of the aggregate nominal value of the share capital of the Company in issue at the date of passing of this Resolution; and

(c) for the purposes of this Resolution,

“**Relevant Period**” means the period from the date of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the mandate given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; or
- (iii) 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 law to be held.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members on a fixed record date in proportion to their then holdings of shares (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 restriction or obligation under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

5. “**THAT** a general mandate be and is hereby unconditionally given to the Directors, in substitution for and to the exclusion of any existing authority previously granted, to exercise all powers of the Company, to repurchase Shares in the share capital of the Company in each case on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, provided that:

- (a) the mandate shall not extend beyond the Relevant Period (as defined below);
- (b) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to the approval in this Resolution shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of this Resolution,

“**Relevant Period**” means the period from the date of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the mandate given under this Resolution by ordinary resolution of the shareholders in general meeting; or
- (iii) 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 law to be held.”

6. “**THAT** conditional upon the passing of the Resolutions 4 and 5 as set out in the notice of the AGM of which this Resolution forms part, the general mandate granted to the Directors to allot shares pursuant to the said Resolution 4 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to the said Resolution 5, provided that such amount shall not exceed 10 per cent. of the share capital of the Company in issue as at the date of passing this Resolution”.

By Order of the Board
BAI Zhe
Chairman

Hong Kong, 28 April 2022

Principal place of business:

Suites 4506-4509

Two International Finance Centre

No. 8 Finance Street

Central, Hong Kong

Notes:

- (a) Any member entitled to attend and vote at the meeting 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. In order to be valid, proxy forms in prescribed form together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority should be returned to the Company’s Hong Kong branch share registrar, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for holding the AGM or adjournment thereof.
- (b) 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.
- (c) The above resolutions will be put to vote at the above meeting by way of poll.

NOTICE OF ANNUAL GENERAL MEETING

- (d) In order to determine the identity of the shareholders who are entitled to attend and vote at the forthcoming AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on 16 June 2022. The register of members of the Company will be closed from 17 June 2022 to 22 June 2022 (both dates inclusive), during which period no share transfers will be registered. Shareholders of the Company whose names appear on the register of members of the Company on 22 June 2022 are entitled to attend and vote at the AGM.
- (e) As at the date hereof, the Board is comprised of Mr. BAI Zhe as an Executive Director; Mr. LU Yanpo as a Non-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.