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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)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary 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 on Friday, 23 December 2022 at 3:00 p.m., to consider, if thought fit, transact the following resolutions of the Company by way of ordinary resolutions:

#### **ORDINARY RESOLUTIONS**

**“THAT**

1. the 2022 Restricted Share Incentive Scheme (the “**Incentive Scheme**”) be and is approved, confirmed and ratified and any one director of the Company (the “**Director**”) be and is hereby authorized to do all things and sign all documents in connection with the implementation of the Incentive Scheme;
2. (a) the grant of specific mandate to the Directors regarding the allotment and issue of up to 100,000,000 restricted shares of the Company (the exact number is subject to the actual level of subscription) (the “**Restricted Shares**”) (out of which up to 30,540,000 Restricted Shares to incentive recipients who are connected persons of the Company (the “**Connected Incentive Recipients**”) and up to 69,460,000 Restricted Shares to incentive recipients who are not the Connected Incentive Recipients) to the trustee appointed by the board of Directors to hold on trust for the benefits of the incentive recipients for participation in the Incentive Scheme (a copy of which has been produced to the EGM marked “**A**” and signed by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;  
(b) the grant of 650,000 Restricted Shares pursuant to the Incentive Scheme to Ms. Zhao Chengmin be and is hereby approved and confirmed;  
(c) the grant of 600,000 Restricted Shares pursuant to the Incentive Scheme to Mr. Lin Weiguo be and is hereby approved and confirmed;  
(d) the grant of 530,000 Restricted Shares pursuant to the Incentive Scheme to Mr. Tian Meitan be and is hereby approved and confirmed;

- (e) the grant of 150,000 Restricted Shares pursuant to the Incentive Scheme to Mr. Chen Shinan be and is hereby approved and confirmed;
- (f) the grant of 230,000 Restricted Shares pursuant to the Incentive Scheme to Ms. Pan Yanxia be and is hereby approved and confirmed;
- (g) the grant of up to 28,380,000 Restricted Shares pursuant to the Incentive Scheme to 118 directors, former directors in the last twelve months, general managers and supervisors of certain subsidiaries of the Company who are connected persons of the Company be and is hereby approved and confirmed; and
- (h) any one Director be and is hereby authorized to do all things and sign all documents in connection with the grant of the Restricted Shares pursuant to the Incentive Scheme.”

Yours faithfully  
By order of the Board  
**C&D International Investment Group Limited**  
建發國際投資集團有限公司  
**Lin Weiguo**  
*Executive Director and Chief Executive Officer*

Hong Kong, 6 December 2022

*Registered office:*

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

*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

*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 in the Company (the “**Shares**”) 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 Shares 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 persons 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 authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorized, 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 fixed for holding of the Meeting (or any adjournment thereof).

4. The register of members of the Company will be closed from Tuesday, 20 December 2022 to Friday, 23 December 2022 (both days inclusive), during which period no transfer of the Shares will be effected. In order to qualify for attending the Meeting or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificate(s) must be lodged with the Company's Hong Kong branch share registrar and transfer office at the above address for registration by no later than 4:30 p.m. on Monday, 19 December 2022.
5. 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.
6. Due to the recent development of the COVID-19 epidemic, the Company will implement additional precautionary measures at the Meeting including, without limitation:
  - compulsory body temperature screening;
  - mandatory use of surgical face masks;
  - anyone subject to quarantine, has any flu-like symptoms or has travelled overseas within 14 days immediately before the Meeting ("**recent travel history**"), or has close contact with any person under quarantine or with recent travel history will not be permitted to attend the Meeting; and
  - anyone attending the Meeting is reminded to observe good personal hygiene at all times.
7. 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.
8. 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 welcome 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  
Fax: (852) 2810 8185
9. Shareholders are advised to read the "PRECAUTIONARY MEASURES FOR THE EGM" section in the circular for further detail and monitor the development of the COVID-19 epidemic. Subject to the development of the COVID19 epidemic, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.
10. In view of the travelling restrictions imposed by various jurisdictions to prevent the spread of the COVID-19 epidemic, certain director(s) of the Company may attend the Meeting through video conference or similar electronic means.

*As at the date of this notice, the Directors are:*

*Executive Directors*

Ms. Zhao Chengmin (趙呈閩) (*Chairperson*)

Mr. Lin Weiguo (林偉國) (*Chief Executive Officer*)

Mr. Tian Meitan (田美坦)

*Non-executive Directors*

Mr. Huang Wenzhou (黃文洲)

Ms. Ye Yanliu (葉衍榴)

Mr. Wang Wenhui (王文懷)

*Independent non-executive Directors*

Mr. Wong Chi Wai (黃馳維)

Mr. Wong Tat Yan, Paul (黃達仁)

Mr. Chan Chun Yee (陳振宜)

This notice is prepared in both English and Chinese. In the event of inconsistency, the English text of the notice shall prevail over the Chinese text.