

THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUEST YOUR IMMEDIATE ATTENTION

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

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

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C&D INTERNATIONAL INVESTMENT GROUP LIMITED
建發國際投資集團有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1908)

SUPPLEMENTAL CIRCULAR OF THE ANNUAL GENERAL MEETING
PROPOSED RE-ELECTION OF EXECUTIVE DIRECTOR;
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This supplemental circular should be read together with the Circular dated 30 April 2024. A supplemental notice convening the Annual General Meeting to be held at Office No. 3517, 35th Floor, Wu Chung House, 213 Queen's Road East, Wanchai, Hong Kong at 11:00 a.m. on Friday, 24 May 2024 is set out on pages N-1 to N-2 of this supplemental circular.

A revised form of proxy for use by the Shareholders at the Annual General Meeting is enclosed with this supplemental circular for despatch to the Shareholders. Whether or not you intend to attend and/or vote at the Annual General Meeting in person, you are requested to complete the accompanying revised form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable but in any event not later than 48 hours before the time specified for holding the Annual General Meeting (i.e. not later than 11:00 a.m. on Wednesday, 22 May 2024 (Hong Kong time)) or any adjournment thereof (as the case may be). Completion and return of the revised form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

This supplemental circular and such revised form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.endintl.com).

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

8 May 2024

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DEFINITIONS

In this supplemental circular, unless otherwise defined, the following expressions have the following meanings:

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Office No. 3517, 35th Floor, Wu Chung House, 213 Queen’s Road East, Wanchai, Hong Kong at 11:00 a.m. on Friday, 24 May 2024, to consider and, if appropriate, to pass the resolutions contained in the notice of the Annual General Meeting which is set out on pages 20 to 25 of the Circular, as well as the supplementary notice of the Annual General Meeting on pages N-1 to N-2 of this circular, or any adjournment thereof
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Circular”	the circular to Shareholders dated 30 April 2024 in respect of matters to be considered at the AGM
“Company”	C&D International Investment Group Limited (建發國際投資集團有限公司), a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange
“controlling shareholder(s)”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	30 April 2024, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“PRC”	the People’s Republic of China and, for the purpose of this supplemental circular only, excluding Hong Kong, Macao Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholders”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

LETTER FROM THE BOARD

C&D INTERNATIONAL INVESTMENT GROUP LIMITED

建發國際投資集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1908)

Executive Directors:

Ms. Zhao Chengmin (趙呈閩) (*Chairperson*)
Mr. Lin Weiguo (林偉國) (*Chief Executive Officer*)
Mr. Tian Meitan (田美坦)
Mr. Xu Yixuan (許伊旋)

Registered office:

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

Non-executive Directors:

Mr. Huang Wenzhou (黃文洲)
Ms. Ye Yanliu (葉衍榴)
Mr. Zheng Yongda (鄭永達)

Head office and principal place

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

Independent non-executive Directors:

Mr. Wong Chi Wai (黃拋維)
Mr. Wong Tat Yan, Paul (黃達仁)
Mr. Chan Chun Yee (陳振宜)
Mr. Dai Yiyi (戴亦一)

8 May 2024

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR OF THE ANNUAL GENERAL MEETING
PROPOSED RE-ELECTION OF EXECUTIVE DIRECTOR;
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING
RE-ELECTION OF EXECUTIVE DIRECTOR**

Reference is made to the announcement of the Company dated 29 April 2024 in relation to the appointment of Mr. Xu Yixuan (“**Mr. Xu**”) as an executive Director.

According to Article 109, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.

LETTER FROM THE BOARD

Brief biography of Mr. Xu, who is proposed to be re-elected at the AGM is set out below:

Mr. Xu, aged 45, joined C&D Real Estate Corporation Limited* (建發房地產集團有限公司) (“**C&D Real Estate**”) in 2004 and served as deputy general manager of Design Management Center, general manager of Engineering Management Center, general manager of Xiamen Business Department, general manager of Southeast Regional Branch, etc. He is currently the deputy general manager of C&D Real Estate, chairman of the Southeast cluster of C&D Real Estate and the director of certain subsidiaries of C&D Real Estate and the Company. Mr. Xu has been appointed as a non-executive director of C&D Property Management Group Co., Ltd (a company listed on the Stock Exchange, stock code: 2156), with effect from 25 August 2022.

Mr. Xu graduated from Fuzhou University with a bachelor’s degree in Art Theory, and is an industrial artist.

Mr. Xu has entered into a service agreement with the Company. Under such service agreement, his appointment took effect on 29 April 2024 for a term of three years (the term will be automatically renewed for another one year from the next day upon expiry of each term). The appointment of Mr. Xu as an executive Director is subject to retirement by rotation and re-election by the Shareholders at the Annual General Meeting in accordance with the articles of association of the Company. The level of remuneration of Mr. Xu as an executive Director is the same as that of the existing executive Directors, i.e. RMB3,000,000 per annum, and Mr. Xu is entitled to receive bonuses or other welfares (if any) which are determined by and at the sole discretion of the Board (upon the recommendation of the remuneration committee of the Board).

As at the Latest Practicable Date, Mr. Xu and his spouse are interested in 2,479,511 Shares in aggregate (representing approximately 0.13% of the issued share capital of the Company). Mr. Xu and his spouse are the beneficial owners of 537,000 Shares (representing approximately 0.03% of the Shares in issue). Mr. Xu is also interested in 1,094,511 Shares (representing approximately 0.06% of the issued share capital of the Company) in his capacity as the beneficiary of a discretionary trust. These Shares were registered in the name of Diamond Firetail Limited (“**Diamond Firetail**”), a wholly-owned subsidiary of Tricor Equity Trustee Limited (“**TETL**”). TETL is a trustee of a discretionary trust and Mr. Xu is one of the beneficiaries of the said discretionary trust. Therefore, Mr. Xu is deemed to be interested in the portion of the Shares held by Diamond Firetail attributable to his beneficial interest by virtue of the SFO. In addition, pursuant to the 2021 restricted share incentive scheme, 2022 restricted share incentive scheme and 2023 restricted share incentive scheme of the Company, Mr. Xu is interested in 168,000, 530,000 and 150,000 Shares, respectively (representing in aggregate approximately 0.04% of the issued share capital of the Company) held on trust by the trustee, which are subject to vesting.

Save as disclosed above, as at the Latest Practicable Date, Mr. Xu:

- (i) did not hold any directorship in listed public companies in the last three years before the Latest Practicable Date;
- (ii) does not hold any other positions with the Group;

LETTER FROM THE BOARD

- (iii) is not connected and has no other relationship with any Directors, senior management or substantial or controlling shareholders of the Company; and
- (iv) did not have, directly or indirectly, any interest in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders nor other information required to be disclosed pursuant to the requirements of Rules 13.52(2)(h) to 13.52(2)(v) of the Listing Rules in connection with proposed re-election of Mr. Xu.

ANNUAL GENERAL MEETING

The AGM will be held by the Company at Office No. 3517, 35th Floor, Wu Chung House, 213 Queen's Road East, Wanchai, Hong Kong on Friday, 24 May 2024 at 11:00 a.m., to consider and, if appropriate, to pass the resolutions contained in the Notice of the Annual General Meeting which is set out on pages 20 to 25 of the Circular, as well as the supplementary notice of the Annual General Meeting on pages N-1 to N-2 of this supplementary circular, including to approve the proposed re-election of the retiring Directors.

Any Shareholder and his or her or its associates with a material interest in the resolutions will abstain from voting on the resolutions on the approval of the proposed re-election of the retiring Directors.

Save as disclosed in the Circular, to the best knowledge, information and belief of the Directors having made all reasonable enquires, no other Shareholders are required to abstain from voting on the relevant resolutions to be considered at the Annual General Meeting as at the Latest Practicable Date.

The supplemental notice convening the Annual General Meeting is set out on pages N-1 to N-2 of this supplemental circular.

Since the form of proxy of the Company dated 30 April 2024 (the "**Original Form of Proxy**") does not include the resolution in relation to the proposed re-election of Mr. Xu as the Director, a revised form of proxy (the "**Revised Form of Proxy**") is enclosed for use at the Annual General Meeting. For those who intend to direct a proxy to attend the Annual General Meeting, please complete the Revised Form of Proxy and return the same in accordance with the instructions printed thereon. In order to be valid, the above documents must be delivered to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the Annual General Meeting or any adjournment thereof (the "**Closing Time**").

Shareholders are urged to complete and return the Revised Form of Proxy whether or not you will attend the Annual General Meeting. Completion and return of the Original Form of Proxy and/or the Revised Form of Proxy will not preclude Shareholders from attending and voting at the Annual General Meeting (or any subsequent meetings following the adjournments thereof) should they so wish.

LETTER FROM THE BOARD

Any Shareholder who has not yet deposited the Original Form of Proxy is requested to deposit only the Revised Form of Proxy if he/she intends to appoint a proxy to attend the Annual General Meeting on his/her behalf. Any Shareholder who has already deposited the Original Form of Proxy should note that:

- (i) if the Revised Form of Proxy is deposited before the Closing Time, the Revised Form of Proxy will revoke and supersede the Original Form of Proxy previously deposited by the Shareholder. The Revised Form of Proxy (if duly completed) will be treated as a valid form of proxy deposited by the Shareholder; and
- (ii) if no Revised Form of Proxy is deposited before the Closing Time, the Original Form of Proxy (if duly completed) will be treated as a valid form of proxy deposited by the Shareholder. The proxy so appointed pursuant to the Original Form of Proxy will be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the Annual General Meeting, including the new ordinary resolution as set out in the supplemental notice of the Annual General Meeting.

Apart from the addition of one ordinary resolution as set out in this supplemental circular, all other matters of the Annual General Meeting remain unchanged. For details of the other resolutions to be considered and approved at the Annual General Meeting, eligibility for attending the Annual General Meeting, closure of register of members and other relevant matters, please refer to the Circular.

RECOMMENDATIONS

The Directors consider that the proposed re-election of Mr. Xu is in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolution at the Annual General Meeting.

MISCELLANEOUS

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

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

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

C&D INTERNATIONAL INVESTMENT GROUP LIMITED

建發國際投資集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1908)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting (the “**Notice of Annual General Meeting**”) of C&D International Investment Group Limited (the “**Company**”) dated 30 April 2024, which set out the time and venue of the annual general meeting of the Company (the “**Meeting**”) and contain the resolutions to be considered by the shareholders of the Company at the Meeting.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the Meeting will be held as originally scheduled at Office No. 3517, 35th Floor, Wu Chung House, 213 Queen’s Road East, Wanchai, Hong Kong on Friday, 24 May 2024 at 11:00 a.m..

In addition to the resolutions set out in the Notice of the Annual General Meeting, the following ordinary resolution will also be considered:

ORDINARY RESOLUTION

12. To re-elect Mr. Xu Yixuan as an executive director of the Company.

Yours faithfully

By Order of the Board

C&D International Investment Group Limited

Zhao Chengmin

Chairperson and Executive Director

Hong Kong, 8 May 2024

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A revised form of proxy (the “**Revised Form of Proxy**”) is enclosed with the supplemental circular of the Company dated 8 May 2024 (the “**Supplemental Circular**”). Please refer to the section headed “Annual General Meeting” on pages 5 to 6 of the Supplemental Circular for the arrangements about the completion and submission of the Revised Form of Proxy.
2. Please refer to the Notice of Annual General Meeting for details of the other resolutions to be considered at the Meeting, closure of the register of members of the Company and eligibility for attending the Meeting and other relevant matters.

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)
Mr. Xu Yixuan (許伊旋)

Non-executive Directors:

Mr. Huang Wenzhou (黃文洲)
Ms. Ye Yanliu (葉衍榴)
Mr. Zheng Yongda (鄭永達)

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)
Mr. Dai Yiyi (戴亦一)

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.