

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.

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, 10 February 2023 at 11 a.m., to consider, if thought fit, transact the following resolution of the Company by way of ordinary resolution:

ORDINARY RESOLUTION

“**THAT:**

- (1) (a) (i) the equity transfer agreement dated 6 December 2022 entered into between Xiamen Yi Yue Property Company Limited* (廈門益悅置業有限公司) (“**Yi Yue**”) and C&D Real Estate Corporation Limited* (建發房地產集團有限公司) (“**C&D Real Estate**”); (ii) the equity transfer agreement dated 6 December 2022 entered into between Xiamen Liyuan Investment Company Limited* (廈門利源投資有限公司) (“**Xiamen Liyuan**”) and Yi Yue, and (iii) the equity transfer agreement dated 6 December 2022 entered into between Xiamen Liyuan and Xiamen Zhaoyirong Property Development Company Limited* (廈門兆翊蓉房地產開發有限公司) (“**Xiamen Zhaoyirong**”) (collectively, the “**Fujian Zhaorun Equity Transfer Agreements**”), pursuant to which C&D Real Estate and Xiamen Liyuan agreed to sell and Yi Yue and Xiamen Zhaoyirong agreed to purchase 95% and 5% equity interests in Fujian Zhaorun Real Estate Co., Ltd.* (福建兆潤房地產有限公司), respectively (a copy of which has been produced to the Meeting and initialed by the chairman of the Meeting for identification purpose), the transactions contemplated thereunder and all other transactions in connection therewith and any other ancillary documents, be and are hereby confirmed, approved and ratified, subject to such addition or amendment as any director(s) of the Company (the “**Director(s)**”) may consider necessary, desirable or appropriate; and
- (b) any Director(s) be and are hereby authorised for and on behalf of the Company to, amongst others, sign, execute and deliver or to authorise the signing, execution and delivery of all such documents and deeds, to do or authorise doing all such acts,

matters and things as he/she may in his/her discretion consider necessary, expedient or desirable to give effect to and implement the Fujian Zhaorun Equity Transfer Agreements and any ancillary documentation and transactions thereof.”

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, 17 January 2023

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 member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares in the Company (the “**Shares**”) may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company.
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 Share as if he 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 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 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 Hong Kong branch share registrar and transfer office (the “**Branch Share Registrar**”) of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, 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, 7 February 2023 to Friday, 10 February 2023 (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 Branch Share Registrar at the above address by no later than 4:30 p.m. on Monday, 6 February 2023.
5. Delivery of an instrument appointing a proxy should not preclude a member 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 epidemic COVID-19, 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 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 as follows:
- Tricor Investor Services Limited
Level 54, Hopewell Centre, 183 Queen’s Road East, 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 COVID-19. Subject to the development of COVID-19, 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 COVID-19, 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.