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).

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 NON-EXECUTIVE DIRECTOR; AND SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This supplemental circular should be read together with the Circular dated 29 April 2025. 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 9:00 a.m. on Friday, 23 May 2025 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 9: 00 a.m. on Wednesday, 21 May 2025 (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.cndintl.com).

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

14 May 2025

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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 9:00 a.m. on Friday, 23 May 2025, 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 supplemental circular, or any adjournment thereof
"Articles of Association"	the articles of association of the Company as amended from time to time
"associate(s)"	has the same meaning ascribed to it under the Listing Rules
"Board"	the board of Directors
"Circular"	the circular to the Shareholders dated 29 April 2025 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 director(s) 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"	14 May 2025, 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
"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

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:
Mr. Lin Weiguo *(Chairman)*
Mr. Tian Meitan *(Chief Executive Officer)*
Ms. Zhao Chengmin
Mr. Xu Yixuan

Non-executive Directors:
Mr. Xu Xiaoxi
Ms. Ye Yanliu

Independent non-executive Directors:
Mr. Wong Chi Wai
Mr. Wong Tat Yan, Paul
Mr. Chan Chun Yee
Mr. Dai Yiyi

Registered office:
Vistra (Cayman) Limited
P.O. Box 31119 Grand Pavilion
Hibiscus Way, 802 West Bay Road
Grand Cayman
KY1-1205
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

14 May 2025

To the Shareholders

Dear Sir or Madam,

SUPPLEMENTAL CIRCULAR OF THE ANNUAL GENERAL MEETING

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

PROPOSED RE-ELECTION OF NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 13 May 2025 in relation to the appointment of Mr. Xu Xiaoxi ("**Mr. Xu**") as a non-executive Director.

According to Article 109 of the Articles of Association, 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. Accordingly, in addition to Mr. Lin Weiguo, Mr. Tian Meitan, Mr. Chan Chun Yee and Mr. Dai Yiyi, Mr. Xu will also retire from office by rotation and being eligible for re-election at the AGM.

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

Mr. Xu, aged 55, has been serving as party secretary and chairman of Xiamen C&D Corporation Limited since May 2025. He has been a director of Xiamen ITG Group Corp., Ltd.* (廈門國貿集團股份有限公司) ("**Xiamen ITG**", a company listed on the Shanghai Stock Exchange, stock code: 600755.SH) since April 2017. Mr. Xu served as president of Xiamen ITG from June 2006 to June 2011, party secretary and chairman of Xiamen Jinyuan Investment Group Co., Ltd.* (廈門金圓投資集團有限公司) from June 2011 to March 2017, party secretary and chairman of Xiamen ITG Holding Group Co., Ltd.* (廈門國貿控股集團有限公司) from March 2017 to May 2025, chairman of Xiamen ITG from April 2017 to February 2021, and chairman of Xiamen CCRE Group Co., Ltd.* (廈門海翼集團有限公司) from December 2021 to December 2022.

Mr. Xu graduated from Xiamen University with a Doctorate in Economics and is currently a senior economist.

Mr. Xu has entered into a service agreement with the Company. Under such service agreement, his appointment will take effect on 13 May 2025 for a term of three years, which will be automatically renewed for one year upon expiry of each term. Mr. Xu will hold the office as a non-executive Director until the next annual general meeting of the Company and will then be eligible for re-election at such meeting. Mr. Xu's term of office is subject to retirement by rotation and re-election by shareholders at the annual general meeting of the Company in accordance with the articles of association of the Company. The level of remuneration of Mr. Xu as a non-executive Director is the same as that of the existing non-executive Directors, in which case, no remuneration is given, but he is entitled to receive bonuses or other welfares (if any).

So far as the Directors are aware, as at the Latest Practicable Date and save as disclosed above, Mr. Xu:

(i) did not hold any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years before the Latest Practicable Date;

(ii) does not hold any other positions with the Group;

(iii) is not connected and has no other relationships with any directors, senior management or substantial or controlling shareholders of the Company;

(iv) does not have, directly or indirectly, any interests in any Shares within the meaning of Part XV of the SFO; and

(v) 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.

MORE INFORMATION ON RE-ELECTION OF MR. CHAN CHUN YEE ("MR. CHAN") AS INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the Circular in relation to the re-election of retiring Directors. As Mr. Chan, being an independent non-executive Director since 23 November 2012, has served the Company for more than nine years, his further appointment shall be subject to a resolution to be approved by the Shareholders in accordance with code provision B2.3 of the Corporate Governance Code as set out in Appendix C1 of the Listing Rules. For the biographical details of Mr. Chan, please refer to the Circular.

The nomination committee of the Board has reviewed and assessed the independence of Mr. Chan and is satisfied that Mr. Chan remains to be independent, taking into account of, among other things, the annual confirmation of independence of Mr. Chan, the qualifications, skills and experience, time commitment and contribution of Mr. Chan 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 Mr. Chan's ability to exercise independent judgment in relation to affairs of the Company by offering or raising independent advices.

Mr. Chan's considerable knowledge and experience with the Company's business as well as his skills and expertise are important in providing independent views to the Board and in making informed judgements on conformance issues. His knowledge, professional expertise and experiences are deemed as valuable addition to the Board's diversity and have been and will be contributing positively to the decision-making of the Board. With his background and experience as set out in the biographical information in Appendix II to the Circular, Mr. Chan is fully aware of the responsibilities and expected time involvements in the Company. Mr. Chan has confirmed that he will continue to devote sufficient time for the discharge of his functions and responsibilities as an independent non-executive Director. Based on the foregoing, the Board believes that the continued tenure of Mr. Chan brings considerable stability to the Board and the Board has benefited greatly from the presence of Mr. Chan who has over time brought valuable insights into the Group.

Based on the information contained in the annual confirmation of independence of Mr. Chan pursuant to Rule 3.13 of the Listing Rules, the Board had reviewed and evaluated the independence of Mr. Chan and was and is satisfied that Mr. Chan remains to be independent, and have the character, integrity, independence and experience required to fulfil and discharge the role and duties of an independent non-executive Director in the event that he is re-elected at the AGM.

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, 23 May 2025 at 9:00 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 Mr. Xu as the non-executive Director.

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 29 April 2025 (the "**Original Form of Proxy**") does not include the resolution in relation to the proposed re-election of Mr. Xu as the non-executive 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.

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 as the non-executive Director 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
Lin Weiguo
Chairman and Executive Director

C&D INTERNATIONAL INVESTMENT GROUP LIMITED
建 發 國 際 投 資 集 團 有 限 公 司

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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 29 April 2025, 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, 23 May 2025 at 9:00 a.m..

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

ORDINARY RESOLUTION

12. To re-elect Mr. Xu Xiaoxi as a non-executive director of the Company.

By order of the Board
C&D International Investment Group Limited
Lin Weiguo
Chairman and Executive Director

Hong Kong, 14 May 2025

Notes:

1. A revised form of proxy (the "**Revised Form of Proxy**") is enclosed with the supplemental circular of the Company dated 14 May 2025 (the "**Supplemental Circular**"). Please refer to the section headed "Annual General Meeting" on pages 5 to 7 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:
Mr. Lin Weiguo (林偉國) *(Chairman)*
Mr. Tian Meitan (田美坦) *(Chief Executive Officer)*
Ms. Zhao Chengmin (趙呈閩)
Mr. Xu Yixuan (許伊旋)

Non-executive Directors:
Mr. Xu Xiaoxi (許曉曦)
Ms. Ye Yanliu (葉衍榴)

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.