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)

CONTINUING CONNECTED TRANSACTION
PLATFORM COOPERATION FRAMEWORK AGREEMENT

FRAMEWORK AGREEMENT

Property owners of the C&D Real Estate Group can earn Diamond Points to participate in activities on the Diamond Club Platform through methods such as purchasing and/or facilitating new property owners to purchase real estate projects developed by the Group, participating in marketing centre activities, or consuming at C&D Real Estate Group's shopping malls.

The Board is pleased to announce that on 19 May 2025 (after trading hours), Xiamen Yuanshengheng entered into the Framework Agreement with Guangzhou Jianxin for a term from 19 May 2025 to 31 December 2027, pursuant to which Xiamen Yuanshengheng will promote the Target Product on the Diamond Club Platform, while Guangzhou Jianxin will provide the Target Product to members of the Diamond Club Platform based on the redemption order information.

LISTING RULES IMPLICATIONS

Guangzhou Jianxin is a wholly-owned subsidiary of C&D Corporation, while C&D Corporation is the controlling shareholder of the Company. Therefore, Guangzhou Jianxin, being an associate of C&D Corporation, is a connected person of the Company. Pursuant to the Listing Rules, the transactions contemplated under the Framework Agreement constitute continuing connected transactions of the Company. As one or more of the applicable percentage ratios in respect of the annual caps of the transactions under the Framework Agreement is more than 0.1% but less than 5%, the transactions contemplated under the Framework Agreement are subject to the reporting, announcement, and annual review requirements but exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

FRAMEWORK AGREEMENT

Property owners of the C&D Real Estate Group can earn Diamond Points to participate in activities on the Diamond Club Platform such as the redemption of products or services through the following methods, including but not limited to, purchasing and/or facilitating new property owners to purchase real estate projects developed by the Group, participating in marketing centre activities, or consuming at C&D Real Estate Group's shopping malls.

The Board is pleased to announce that on 19 May 2025 (after trading hours), Xiamen Yuanshengheng entered into the Framework Agreement with Guangzhou Jianxin for a term from 19 May 2025 to 31 December 2027, pursuant to which Xiamen Yuanshengheng will promote the Target Product on the Diamond Club Platform, while Guangzhou Jianxin will provide the Target Product to members of the Diamond Club Platform based on the redemption order information. The principal terms of the Framework Agreement are set out as follows:

Date

19 May 2025

Parties

1. Xiamen Yuanshengheng, a wholly-owned subsidiary of the Company

2. Guangzhou Jianxin

Term

19 May 2025 to 31 December 2027

Subject Matter

Xiamen Yuanshengheng will promote the Target Product on the Diamond Club Platform, and will display and maintain information about the relevant goods/services (including physical goods, equity exchange services and offline services) on the Diamond Club Platform. Members of the Diamond Club Platform can use the points earned through the platform or cash to redeem goods/services offered on the said platform. After members of the Diamond Club Platform have selected relevant goods/services through the platform, they will be purchased by Xiamen Yuanshengheng and redeemed on behalf of members of the Diamond Club Platform.

Service Fees

The goods & service fees for the goods and services provided by Guangzhou Jianxin will be determined based on the invoices confirmed by both parties, and calculated according to the following formula: "100 Micro-loan e-Points = 100 Diamond Points = RMB1", which is no less favourable than those made available to the Group from independent third parties (if any) or prevailing industry market rates and the monetary value of the Target Product shall be based on the retail prices of the relevant product/service which the Group obtains.

Xiamen Yuanshengheng will charge Guangzhou Jianxin platform service fee equivalent to 1% of the settlement amount for the goods and services for promoting relevant goods/services to members of the Diamond Club on the Diamond Club Platform, which was determined with reference to actual costs of the promotion services to be provided by Xiamen Yuanshengheng and comparable with that charged by Xiamen Yuanshengheng to the provider of other goods/services where are offered on the Diamond Club Platform.

Historical Transaction Amount

For the year ended 31 December 2024, the goods and services fees charged by Guangzhou Jianxin to Xiamen Yuanshengheng were RMB1,554,000 and no platform service fee was charged by Xiamen Yuanshengheng to Guangzhou Jianxin, and there was no transaction amount regarding such transactions for the year ended 31 December 2023.

Annual Caps

The annual cap of goods and services fees charged by Guangzhou Jianxin to Xiamen Yuanshengheng and the annual cap of platform service fees charged by Xiamen Yuanshengheng to Guangzhou Jianxin are as follows:

Unit: RMB10,000

Years	**Annual cap of goods and services fees**	**Annual cap of platform service fees**
For the year ended 31 December 2025	35,000	350
For the year ended 31 December 2026	40,000	400
For the year ended 31 December 2027	45,000	450

When determining the annual caps, the Board has considered, among others: (i) the historical amount of activities by Diamond Club Platform members which qualified for earning Diamond Points and the estimated growth of such activities; (ii) the anticipated growth in the number of members on the Diamond Club Platform; (iii) the anticipated conversion rate of Diamond Club members becoming users of Guangzhou Jianxin; (iv) the anticipated purchase of the Target Product by the Diamond Club members who have loans from Guangzhou Jianxin; and (v) the service fee rate payable by Guangzhou Jianxin to Xiamen Yuanshengheng for platform services.

INFORMATION ABOUT THE PARTIES TO THE FRAMEWORK AGREEMENT

Xiamen Yuanshengheng is a company established in the PRC with limited liability and is a wholly-owned subsidiary of the Company. Xiamen Yuanshengheng is principally engaged in e-commerce operations and related activities.

Guangzhou Jianxin is a company established in the PRC with limited liability, and is principally engaged in microfinance business. Guangzhou Jianxin positions itself as "Internet + Industrial Bank" to provide convenient and efficient financial value-added services to SMEs, entrepreneurs, and community property owners.

APPROVAL BY THE BOARD

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, none of the Directors had material interest in the transactions contemplated under the Framework Agreement, and accordingly none of them was required to abstain from voting on the Board resolution for considering and approving the transactions contemplated under the Framework Agreement.

REASONS FOR AND BENEFITS OF THE FRAMEWORK AGREEMENT

The Group is principally engaged in the businesses of real estate development, real estate industry chain investment services and investment in emerging industries in the PRC.

The Directors (including independent non-executive Directors) are of the view that (i) as members of the Diamond Club Platform are primarily owners of C&D Real Estate Group's property development projects, entering into the Framework Agreement will enable the Company to enrich the type of value-added services offered to such owners through the Diamond Club Platform; and (ii) entering into the Framework Agreement will strengthen the business synergy between the Company and C&D Corporation, and facilitate the integration of their respective advantageous resources.

The Directors (including the independent non-executive Directors) consider that the Framework Agreement are on normal commercial terms, fair and reasonable, in the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

Guangzhou Jianxin is a wholly-owned subsidiary of C&D Corporation, while C&D Corporation is the controlling shareholder of the Company. Therefore, Guangzhou Jianxin, being an associate of C&D Corporation, is a connected person of the Company. Pursuant to the Listing Rules, the transactions contemplated under the Framework Agreement constitute continuing connected transactions of the Company. As one or more of the applicable percentage ratios in respect of the annual caps of the transactions under the Framework Agreement is more than 0.1% but less than 5%, the transactions contemplated under the Framework Agreement are subject to the reporting, announcement, and annual review requirements but exempt from the independent shareholders' approval requirement under Chapter14A of the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

"Board"	the board of Directors
"C&D Corporation"	Xiamen C&D Corporation Limited* (廈門建發集團有限公司), a company established in the PRC with limited liability and the controlling shareholder of the Company
"C&D Real Estate"	C&D Real Estate Corporation Limited (建發房地產集團有限公司), a controlling shareholder of the Company
"C&D Real Estate Group"	C&D Real Estate and its subsidiaries, joint ventures and associates
"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
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"controlling shareholder"	has the meaning ascribed to it under the Listing Rules
"Diamond Club Platform"	C&D Diamond Club operated by Xiamen Yuanshengheng, which is the official membership platform of C&D Real Estate. The platform aims to serve property owners of C&D Real Estate Group and to provide members with high-quality, convenient, and diversified living services
"Director(s)"	the director(s) of the Company
"Framework Agreement"	the platform cooperation framework agreement dated 19 May 2025 entered into between Xiamen Yuanshengheng and Guangzhou Jianxin regarding the promotion of the Target Product on the Diamond Club Platform
"Group"	the Company and its subsidiaries
"Guangzhou Jianxin"	Guangzhou Jianxin Microfinance Company Limited* (廣州建信小額貸款有限公司), a company established in the PRC with limited liability and a wholly-owned subsidiary of C&D Corporation
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"PRC"	the People's Republic of China, which for the purpose of this announcement only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

"RMB"	Renminbi, the lawful currency of the PRC
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Target Product"	the "Micro-loan e-Points" product provided by Guangzhou Jianxin
"Xiamen Yuanshengheng"	Xiamen Yuanshengheng Technology Co., Ltd. * (廈門元晟恒科技有限公司), a company established in the PRC with limited liability and a wholly-owned subsidiary of the Company
"%"	per cent.

For and on behalf of
C&D International Investment Group Limited
Lin Weiguo
Chairman and Executive Director

Hong Kong, 19 May 2025

As at the date of this announcement, the executive Directors are Mr. Lin Weiguo (Chairman), Mr. Tian Meitan (Chief Executive Officer), Ms. Zhao Chengmin and Mr. Xu Yixuan; the non-executive Directors are Mr. Xu Xiaoxi and Ms. Ye Yanliu; and the independent non-executive Directors are Mr. Wong Chi Wai, Mr. Wong Tat Yan, Paul, Mr. Chan Chun Yee and Mr. Dai Yiyi.