THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult stockbrokers or other 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 circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbrokers 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)

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; (2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS; AND NOTICE OF ANNUAL GENERAL MEETING

A 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 Wednesday, 27 May 2026 is set out on pages 22 to 27 of this circular.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete and sign the accompanying form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Branch Share Registrar, 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 less than 48 hours before the time specified for holding the Annual General Meeting (i.e. not later than 11:00 a.m. on Monday, 25 May 2026 (Hong Kong time)) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof should they so wish.

This circular and such 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 circular refer to Hong Kong dates and times.

30 April 2026

CONTENTS

In this circular, unless the context otherwise requires, 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 Wednesday, 27 May 2026, to consider and, if appropriate, to pass the resolutions contained in the notice of the Annual General Meeting which is set out on pages 22 to 27 of this circular, or any adjournment thereof
"Articles of Association"	the articles of association of the Company as amended from time to time
"Board"	the board of Directors
"Branch Share Registrar"	Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong
"close associate(s)"	has the same meaning as ascribed to it under the Listing Rules
"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 same meaning as ascribed to it under the Listing Rules
"controlling shareholder(s)"	has the same meaning as ascribed to it under the Listing Rules
"core connected person(s)"	has the same meaning as ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company from time to time
"Extension Mandate"	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted, issued and dealt with under the General Mandate

"Final Dividend"	proposed final dividend of HK$0.9 per Share for the year ended 31 December 2025 (together with a scrip alternative) to be paid to the Shareholders whose names appeared on the register of members of the Company at the close of business on the record date
"General Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with (including any sale or transfer of any treasury Shares out of treasury) Shares up to a maximum of 20% of the aggregate number of Shares in issue (excluding any treasury Shares) as at the date of passing of the ordinary resolution in relation thereto at the Annual General Meeting
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Latest Practicable Date"	24 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred 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 (for the purpose of this circular only, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase Shares, the aggregate number of which shall not exceed 10% of the aggregate number of Shares in issue (excluding any treasury Shares) as at the date of passing the relevant resolution at the Annual General Meeting
"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
"Shareholder(s)"	holder(s) of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

"Takeovers Code"	The Code on Takeovers and Mergers approved by the Securities and Futures Commission, as amended from time to time
"treasury Shares"	has the meaning ascribed to it under the Listing Rules
"Well Land"	Well Land International Limited (益能國際有限公司), a company incorporated in the British Virgin Islands with limited liability on 27 May 2014, and a controlling shareholder of the Company as at the Latest Practicable Date
"%"	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
Mr. Cheng Dongfang
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

30 April 2026

To the Shareholders

Dear Sir or Madam

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; (2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS; AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The primary purpose of this circular is to provide you with information regarding certain ordinary resolutions relating to, among other things, (i) the proposed grant of the General Mandate, the Repurchase Mandate and the Extension Mandate; and (ii) the proposed re-election of retiring Directors to be proposed at the AGM to enable Shareholders to make an informed decision on whether to vote for or against those resolutions and to give you notice of the AGM.

GRANT OF REPURCHASE MANDATE, GENERAL MANDATE AND EXTENSION MANDATE

At the AGM, an ordinary resolution will be proposed to grant to the Directors the Repurchase Mandate to repurchase issued Shares. The maximum number of Shares that may be repurchased pursuant to the Repurchase Mandate will be such number which represents 10% of the aggregate number of Shares in issue (excluding any treasury Shares) as at the date of passing of the relevant resolution.

The Repurchase Mandate will lapse on the earliest of (i) the conclusion of the next annual general meeting of the Company, or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any other applicable laws of the Cayman Islands to be held, or (iii) the date on which such mandate granted is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.

The explanatory statement required by the Listing Rules to be sent to Shareholders in connection with the proposed resolution to grant to the Directors the Repurchase Mandate is set out in Appendix I to this circular. This contains all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution.

Moreover, at the AGM, an ordinary resolution will be proposed to grant to the Directors the General Mandate to allot, issue and deal with further Shares (including any sale or transfer of any treasury Shares out of treasury) representing up to 20% of the aggregate number of Shares in issue (excluding any treasury Shares) as at the date of passing of the relevant resolution.

Subject to the passing of the ordinary resolutions of the Repurchase Mandate and the General Mandate, an ordinary resolution will also be proposed to grant to the Directors to issue new Shares of a number not exceeding the aggregate number of 20% of the aggregate number of Shares in issue (excluding any treasury Shares) as at the date of passing of the General Mandate and the Shares to be purchased pursuant to the Repurchase Mandate.

Based on 2,240,154,132 Shares in issue as at the Latest Practicable Date and on the basis that no new Shares will be issued and no Shares will be repurchased by the Company for the period from the Latest Practicable Date up to and including the date of the AGM:

(1) subject to the passing of the proposed resolution granting the General Mandate to the Directors, the Company will be allowed under the General Mandate to issue (or transfer out of treasury) up to a maximum of 448,030,826 Shares, representing 20% of the number of Shares in issue as at the Latest Practicable Date; and

(2) subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 224,015,413 Shares, representing 10% of the number of Shares in issue as at the Latest Practicable Date.

The Directors wish to state that they have no immediate plans to repurchase any Shares, allot and issue any new Shares or resell any treasury Shares pursuant to the Repurchase Mandate and the General Mandate to be approved at the AGM.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Company had four executive Directors (namely, Mr. Lin Weiguo, Mr. Tian Meitan, Ms. Zhao Chengmin and Mr. Xu Yixuan), three non-executive Directors (namely, Mr. Xu Xiaoxi, Mr. Cheng Dongfang and Ms. Ye Yanliu) and four independent non-executive Directors (namely, Mr. Wong Chi Wai, Mr. Wong Tat Yan, Paul, Mr. Chan Chun Yee and Mr. Dai Yiyi).

In accordance with Article 105(A) of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. Besides, Article 105(B) of the Articles of Association provides that the Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. Accordingly, Mr. Xu Yixuan, Ms. Ye Yanliu, Mr. Wong Chi Wai and Mr. Wong Tat Yan, Paul (the "**Retiring Directors**") will retire from office by rotation and being eligible for re-election at the AGM.

On 24 April 2026, Mr. Cheng Dongfang ("**Mr. Cheng**") was appointed 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, Mr. Cheng will retire at the AGM and be eligible for re-election at the meeting. An ordinary resolution will be proposed at the AGM to re-elect Mr. Cheng as a non-executive Director.

The requisite details of the above retiring Directors are set out in Appendix II to this circular.

DECLARATION OF FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

The Board proposed that subject to the approval of the Shareholders at the AGM, a final dividend of HK$0.9 per Share for the year ended 31 December 2025 will be paid to Shareholders whose names appeared on the register of members of the Company (the "**Eligible Shareholders**") on Wednesday, 3 June 2026 and that the Eligible Shareholders will be entitled to elect to receive part or all of the Final Dividend in the form of new Shares in lieu of cash (the "**Scrip Dividend Scheme**"), provided that this Scrip Dividend Scheme is subject to the granting the listing of and permission to deal in the new Shares to be issued pursuant thereto by the Stock Exchange.

A circular containing full details of the Scrip Dividend Scheme together with the relevant election form will be despatched on or about Thursday, 11 June 2026 to the Eligible Shareholders whose names appeared on the register of members of the Company at the close of business on Wednesday, 3 June 2026 and it is expected that the Final Dividend and the certificates for the new Shares (if the Eligible Shareholders elect to receive part or all of their Final Dividend in the form of new Shares) will be distributed and despatched to the Eligible Shareholders on or about Thursday, 16 July 2026.

The register of members of the Company will be closed during the following periods:

(i) For the purpose of determining the Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 21 May 2026 to Wednesday, 27 May 2026 (both days inclusive). The record date will be Wednesday, 27 May 2026. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration by 4:30 p.m. on Wednesday, 20 May 2026.

(ii) For the purpose of determining the Shareholders' entitlement to the Final Dividend, the register of members of the Company will be closed from Tuesday, 2 June 2026 to Wednesday, 3 June 2026 (both days inclusive). The record date will be Wednesday, 3 June 2026. In order to qualify for the Final Dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at the above-mentioned address for registration by 4:30 p.m. on Monday, 1 June 2026.

RE-APPOINTMENT OF AUDITOR

The financials statements of the Group for the year ended 31 December 2025 were audited by Grant Thornton Hong Kong Limited whose term of office will expire upon the conclusion of the Annual General Meeting.

With the recommendation of the Audit Committee, the Board also resolved to re-appoint Grant Thornton Hong Kong Limited as the auditor of the Company and to hold office until the next annual general meeting of the Company, subject to the approval of the Shareholders by way of an ordinary resolution at the Annual General Meeting in accordance with Article 173 of the Articles of Association.

The estimated audit fee for the audit services to be provided by Grant Thornton Hong Kong Limited in respect of the financial year ending 31 December 2026 is approximately HK$3.3 million. Such estimated audit fee was agreed after arm's length discussions between the Company and Grant Thornton Hong Kong Limited with reference to, among other things, (i) the expected audit scope for the financial year ending 31 December 2026; (ii) the expected audit timetable; (iii) the staffing plan, level of senior involvement and resources expected to be deployed for the audit engagement; (iv) the scale, structure and complexity of the Group's operations and financial reporting; and (v) the audit fee for the financial year ended 31 December 2025.

ACTIONS TO BE TAKEN

Set out on pages 22 to 27 of this circular is a notice convening the AGM at which ordinary resolutions will be proposed to approve, among other matters, (a) the grant of the General Mandate, the Repurchase Mandate and the Extension Mandate; and (b) the re-election of the Retiring Directors.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under the Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.cndintl.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at Branch Share Registrar, 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 less than 48 hours before the time appointed for the AGM (i.e. not later than 11:00 a.m. on Monday, 25 May 2026 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM if you so wish.

RECOMMENDATIONS

The Directors consider that the proposals regarding, among other matters the grant of the General Mandate, the Repurchase Mandate and the Extension Mandate and the re-election of the Retiring Directors are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolutions at the AGM.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

MISCELLANEOUS

The English text of this 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

This appendix serves as an explanatory statement, as required under Rule 10.06(1)(b) of the Listing Rules, to provide Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Repurchase Mandate to the Directors.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognized by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders of such company, either by way of a general mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 2,240,154,132 Shares.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no new Shares will be issued and no shares will be repurchased for the period from the Latest Practicable Date up to and including the date of the AGM, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 224,015,413 Shares, representing 10% of the number of issued Shares as at the Latest Practicable Date.

3. REASONS FOR THE REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase Shares on the Stock Exchange or any other stock exchange on which the Shares are listed. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

In making repurchases, the Company may only apply funds legally available for such purposes in accordance with the Articles of Association and the laws of the Cayman Islands. The laws of the Cayman Islands provide that the amount of capital repaid in connection with a share repurchase may be paid out of the capital paid up on the relevant shares, or the profits of the Company, the share premium account of the Company, or the proceeds of a fresh issue of shares made for the purpose. The premium payable on repurchase may be paid out of the profits of the Company or out of the Company's share premium account before the Shares are repurchased. In accordance with the laws of the Cayman Islands, the Shares so repurchased would be treated as cancelled or held as treasury Shares but the aggregate amount of authorized share capital would not be reduced.

5. MATERIAL ADVERSE IMPACT IN THE EVENT OF REPURCHASE

Taking into account the current working capital position of the Group, the Directors consider that, if the Repurchase Mandate was exercised at any time during the proposed repurchase period, it might have a material adverse impact on the working capital and/or gearing position of the Company as compared with the position as at 31 December 2025, being the date on which its latest published audited consolidated financial statements were made up. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company and/or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares traded on the Stock Exchange in the previous twelve months and up to the Latest Practicable Date were as follows:

Month	**Highest**	**Lowest**
	HK$	*HK$*
2025		
April	17.36	14.62
May	17.14	13.30
June	17.14	13.40
July	17.64	15.62
August	19.19	15.66
September	18.89	17.02
October	17.80	15.74
November	17.64	15.40
December	17.27	14.90
2026		
January	16.53	13.97
February	17.10	14.71
March	15.35	12.52
April (up to the Latest Practicable Date)	14.81	12.60

7. UNDERTAKING

The Directors will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the laws of the Cayman Islands and in accordance with the regulations set out in the memorandum of association of the Company and the Articles of Association.

8. CONNECTED PERSON

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved at the AGM.

No core connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the grant of the Repurchase Mandate is approved by Shareholders at the AGM.

9. TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase securities pursuant to the Repurchase Mandate, such increase may be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As disclosed in the register maintained pursuant to the SFO, as at the Latest Practicable Date, Well Land was beneficially interested in 1,247,281,262 issued Shares, representing approximately 55.68% voting rights attached to the issued Shares.

In the event that the Repurchase Mandate were to be exercised in full and assuming that the number of issued Shares remained unchanged, the voting rights of Well Land in the Company would be increased to approximately 61.86%. The Directors do not consider such increase would give rise to an obligation on the part of Well Land and parties acting in concert (as defined in the Takeovers Code) with it to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to repurchase the Shares to such extent which will give rise to an obligation of any Shareholder to make a mandatory offer under the Takeovers Code.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would result in the number of Shares which are in the hands of the public falling below the applicable prescribed minimum threshold for that issuer under Rule 13.32B of the Listing Rules. The Directors have no present intention to and will not exercise the mandate to repurchase the Shares to such extent which will result in the aggregate number of Shares being held by the public falling below the applicable prescribed minimum threshold under Rule 13.32B of the Listing Rules.

10. SHARE REPURCHASE MADE BY THE COMPANY

The Company did not repurchase any Shares in the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

11. GENERAL INFORMATION

To the best of the knowledge of the Directors, neither this explanatory statement nor the proposed share repurchase has any unusual features.

The Company may cancel such repurchased Shares or hold them as treasury Shares in accordance with the applicable laws and regulations, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

The biographical details of the Directors proposed to be re-elected at the AGM are set out as follows:

(1) Mr. XU Yixuan ("Mr. Xu")

Mr. Xu, aged 47, was appointed as an executive Director of the Company on 29 April 2024. Mr. Xu joined C&D Real Estate Corporation Limited ("**C&D Real Estate**") in 2004 and served as deputy general manager of Design Management Centre, general manager of Engineering Management Centre, general manager of Xiamen Business Department, general manager of Southeast Regional Branch, chairman of the Southeast cluster, etc. He is currently the deputy general manager of C&D Real Estate and the director of certain subsidiaries of C&D Real Estate and the Company. Mr. Xu was 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 was appointed as a director of C&D Holsin Engineering Consulting Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: SH.603909) in May 2024.

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 for a term of three years commencing from 29 April 2024 (the term will be automatically renewed for another one year from the next day upon expiry of each term), which is renewable automatically for successive terms of one year commencing from the day immediately after the expiry of the then current term of his appointment, unless terminated in accordance with the terms of the service agreement. Mr. Xu is subject to retirement by rotation and re-election at the AGM of the Company in accordance with the Articles of Association of the Company.

In accordance with the service agreement, Mr. Xu is entitled to director's annual fees of RMB3,000,000, which is determined by the Board with reference to his experience, knowledge, qualification, duties and responsibilities within the Group and the prevailing market conditions, and such management bonus and other benefits as may be determined by and at the sole discretion of the Board (upon recommendation of the remuneration committee of the Board from time to time). Mr. Xu is entitled to received by way of remuneration and other emoluments the amount of RMB3,782,000 for the year ended 31 December 2025, and all such emoluments were covered under the service agreement.

So far as the Directors are aware, as at the Latest Practicable Date, Mr. Xu and his spouse was interested in an aggregate of 2,145,458 Shares (representing approximately 0.10% of the issued share capital of the Company). As an incentive recipient under the 2022 Restricted Share Incentive Scheme and 2023 Restricted Share Incentive Scheme of the Company, Mr. Xu is interested in 159,000 Shares and 90,000 Shares (representing approximately 0.01% and 0.004% of the issued Shares), which are subject to vesting, respectively. In addition, Mr. Xu is the beneficial owner of 1,563,458 Shares (representing approximately 0.07% of the issued Shares). Mr. Xu is also deemed to be interested in 333,000 Shares (representing approximately 0.01% of the issued Shares) held by his spouse.

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;

(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 the proposed re-election of Mr. Xu.

(2) Ms. YE Yanliu (葉衍榴女士) ("Ms. Ye")

Ms. Ye, aged 53, was appointed as a non-executive Director of the Company on 21 March 2019. She joined Xiamen C&D Corporation Limited ("**Xiamen C&D**") in 1995 and served as its legal affairs director and general legal consultant. She is currently the vice-general manager of Xiamen C&D, a director of Xiamen C&D Inc. ("**C&D Inc.**", a company listed on the Shanghai Stock Exchange (stock code: 600153)), a director of C&D Real Estate and a director of some other subsidiaries of Xiamen C&D (not of the Group) and in charge of risk management in general for Xiamen C&D. Ms. Ye has been appointed as a non-executive director of Red Star Macalline Group Corporation Ltd. (a company listed on the Shanghai Stock Exchange (stock code: 601828.SH) and the Stock Exchange (stock code: 1528)) with effect from July 2025. Ms. Ye has served as a director of Shanghai C&D INNOSTIC Medical Technology Group Co., Ltd. (上海建發致新醫療科技集團股份有限公司) (a company listed on the ChiNext board of Shenzhen Stock Exchange since 25 September 2025, stock code: 301584.SZ) since April 2024. Ms. Ye holds a bachelor's degree. She is a qualified corporate legal consultant and a practicing corporate lawyer in the PRC.

Ms. Ye has entered into a service agreement with the Company for an initial term of three years commencing from 21 March 2019, which is renewable automatically for successive terms of one year commencing from the day immediately after the expiry of the then current term of her appointment, unless terminated in accordance with the terms of the service agreement. Ms. Ye is subject to retirement by rotation and re-election at the AGM of the Company in accordance with the Articles of Association.

Ms. Ye will not receive any director's remuneration, but may be entitled to discretionary bonuses and/or other benefits as determined by the Board from time to time upon the recommendation of the Company's Remuneration Committee. For the year ended 31 December 2025, Ms. Ye did not receive any payment (whether fixed or discretionary in nature) from the Group.

Save as disclosed above, Ms. Ye:

(i) did not hold any other directorship in other listed public companies 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 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 13.51(2)(h) to 13.51(2)(v) of the Listing Rules in connection with Ms. Ye's re-election.

(3) Mr. WONG Chi Wai (黃馳維先生)

Mr. Wong Chi Wai, aged 59, has been an independent non-executive Director of the Company since 23 November 2012. He is also the chairman of the audit committee of the Board (the "**Audit Committee**") and a member of the Remuneration Committee and the Nomination Committee. He currently also serves as an independent non-executive director of Arts Optical International Holdings Limited (stock code: 1120), shares of which are listed on the Main Board of the Stock Exchange. From September 2004 to August 2024, Mr. Wong Chi Wai served as an Independent non-executive Director of Kin Yat Holdings Limited (whose shares were formerly listed on the Main Board of the Stock Exchange, stock code: 638) and served as the chairman of the audit committee. He is currently the chairman of the audit committee of Arts Optical International Holdings Limited. Mr. Wong Chi Wai obtained a bachelor's degree in social science from and was awarded a post-graduate certificate in laws by the University of Hong Kong in 1988 and 1993, respectively. He is a practising certified public accountant in Hong Kong and an associate member of the Institute of Chartered Accountants in England and Wales. He has over 34 years of experience in the accountancy profession. Other than holding private practice qualification in accounting, he has been admitted as solicitor at the High Court on 9 March 2019 and practice as consultant lawyer in a law firm.

The United States Public Company Accounting Oversight Board on 18 May 2016 censured Mr. Wong Chi Wai, barring him from being an associated person of a registered public accounting firm which has audit responsibilities for public companies in the United States of America ("**U.S.**"), and imposing a civil money penalty against him of US$10,000 on the basis of its findings that in connection with the audits of one U.S. issuer client of his firm, AWC (CPA) Limited. Mr. Wong Chi Wai violated certain U.S. laws, rules and standards relating to the audit requirements of a U.S. issuer client. Mr. Wong Chi Wai may file a petition to associate with a registered public accounting firm after two years from the date of the order.

For the same incident, the Hong Kong Institute of Certified Public Accountants ("**HKICPA**") concluded that Mr. Wong Chi Wai was in breach of sections 100.5(c) and 130.1 of the Code of Ethics for Professional Accountants for failure to act diligently in accordance with applicable technical and professional standards when provided professional services. As such, HKICPA reprimanded Mr. Wong Chi Wai and levied an administrative penalty of HK$25,000 and costs of HK$10,000 jointly with other respondents on 27 November 2017.

Pursuant to a letter of appointment entered into by the Company with Mr. Wong Chi Wai on 23 November 2012, Mr. Wong Chi Wai has been appointed for an initial term of one year commencing on 23 November 2012, which is renewable automatically for successive terms of one year each from the day immediately after the expiry of the then current term. The appointment may be terminated by either party by the giving of three months' written notice in advance and is subject to the provisions of the Articles of Association with regard to vacation of office of Directors, removal and retirement by rotation of Directors. With effect from 1 January 2019, Mr. Wong Chi Wai was entitled to director's fees of HK$200,000, which was determined by the Board by reference to his experience, responsibilities and the prevailing market conditions. For the financial year ended 31 December 2025, Mr. Wong Chi Wai received by way of remuneration and other emoluments the amount of approximately HK$200,000 from the Group, and all such emoluments were covered under the letter of appointment.

As Mr. Wong Chi Wai, 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. The nomination committee of the Board has reviewed and assessed the independence of Mr. Wong Chi Wai and is satisfied that Mr. Wong Chi Wai remains to be independent, taking into account of, among other things, the annual confirmation of independence of Mr. Wong Chi Wai, the qualifications, skills and experience, time commitment and contribution of Mr. Wong Chi Wai 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. Wong Chi Wai's ability to exercise independent judgment in relation to affairs of the Company by offering or raising independent advices. Mr. Wong Chi Wai'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. Mr. Wong Chi Wai is fully aware of the responsibilities and expected time involvements in the Company. Mr. Wong Chi Wai 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. Wong Chi Wai brings considerable stability to the Board and the Board has benefited greatly from the presence of Mr. Wong Chi Wai who has over time brought valuable insights into the Group.

Based on the information contained in the annual confirmation on independence provided by Mr. Wong Chi Wai to the Company pursuant to Rule 3.13 of the Listing Rules, the Board had reviewed and evaluated the independence of Mr. Wong Chi Wai and was and is satisfied that Mr. Wong Chi Wai remains to be independent, and have the 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.

Save as disclosed above, Mr. Wong Chi Wai:

(i) did not hold any other directorship in other listed public companies 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 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 13.51(2)(h) to 13.51(2)(v) of the Listing Rules in connection with Mr. Wong Chi Wai's re-election.

(4) Mr. WONG Tat Yan, Paul (黃達仁先生)

Mr. Wong Tat Yan, Paul, aged 56, has been an independent non-executive Director since 23 November 2012. He is also the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee. Mr. Wong Tat Yan, Paul obtained a bachelor's degree in commerce from James Cook University of North Queensland in Australia in 1993 and a master's degree in business administration from the University of Queensland in Australia in 2004. Mr. Wong Tat Yan, Paul is a practising certified public accountant in Hong Kong, a fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Taxation Institute of Hong Kong and a fellow member of the Taxation Institute of Australia. He has over 25 years of experience in auditing, accounting and taxation gained by taking up various positions in a number of accounting firms in Hong Kong and is currently a partner of Paul Wong & Co., a certified public accountants firm in Hong Kong.

Mr. Wong Tat Yan, Paul was censured by the Listing Committee of the Stock Exchange on 17 May 2021 in relation to his breach of Rule 3.08(f) of the Listing Rules and his obligation to comply to the best of his ability with the Listing Rules under his declaration and undertaking given to the Stock Exchange in the form set out in Appendix 5B to the Listing Rules, for failing to establish adequate internal controls in Huiyin Holdings to obtain/retain the relevant documentation in respect of an acquisition conducted by Huiyin Holdings in 2016 (the "**Censure**"). Mr. Wong Tat Yan, Paul is required to attend 16 hours of training on Listing Rules compliance, including at least three hours of training on director's duties. Mr. Wong Tat Yan, Paul resigned as an independent non-executive director of Huiyin Holdings on 2 June 2017.

The Board has carefully assessed the Censure against Mr. Wong Tat Yan, Paul. In view of that (i) there is no evidence that the Censure involved any act of dishonesty, fraud or cast doubt on Mr. Wong Tat Yan, Paul's integrity which would affect his suitability as a director of the Company and (ii) taking into account that, to the best knowledge, information and belief of the Board, the Censure did not relate to the affairs of the Group and will not have any impact on the Group, the Board considers that Mr. Wong Tat Yan, Paul is still suitable to act as an independent non-executive Director.

Pursuant to the letter of appointment dated 23 November 2012 entered into between the Company and Mr. Wong Tat Yan, Paul, Mr. Wong Tat Yan, Paul has been appointed for an initial term of one year commencing on 23 November 2012, which is renewable automatically for successive terms of one year each from the day immediately after the expiry of the then current term. The appointment may be terminated by either party by giving three months' written notice and is subject to the provisions of the Articles of Association with regard to resignation, removal and retirement by rotation of Directors. As Mr. Wong Tat Yan, Paul has served on the Board for more than nine years, his further appointment as an independent non-executive Director is subject to the approval of the Shareholders at the AGM. With effect from 1 January 2019, Mr. Wong Tat Yan, Paul was entitled to an annual director's fee of HK$200,000, which was determined by the Board with reference to his experience, duties and prevailing market conditions. For the financial year ended 31 December 2025, Mr. Wong Tat Yan, Paul received by way of remuneration and other emoluments the amount of approximately HK$200,000 from the Group, and all such emoluments were covered under the letter of appointment.

As Mr. Wong Tat Yan, Paul, 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. The nomination committee of the Board has reviewed and assessed the independence of Mr. Wong Tat Yan, Paul and is satisfied that Mr. Wong Tat Yan, Paul remains to be independent, taking into account of, among other things, the annual confirmation of independence of Mr. Wong Tat Yan, Paul, the qualifications, skills and experience, time commitment and contribution of Mr. Wong Tat Yan, Paul 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. Wong Tat Yan, Paul's ability to exercise independent judgment in relation to affairs of the Company by offering or raising independent advices. Mr. Wong Tat Yan, Paul'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. Mr. Wong Tat Yan, Paul is fully aware of the responsibilities and expected time involvements in the Company. Mr. Wong Tat Yan, Paul 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. Wong Tat Yan, Paul brings considerable stability to the Board and the Board has benefited greatly from the presence of Mr. Wong Tat Yan, Paul who has over time brought valuable insights into the Group.

Based on the information contained in the annual confirmation on independence provided by Mr. Wong Tat Yan, Paul to the Company pursuant to Rule 3.13 of the Listing Rules, the Board had reviewed and evaluated the independence of Mr. Wong Tat Yan, Paul and was and is satisfied that Mr. Wong Tat Yan, Paul 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.

Save as disclosed above, Mr. Wong Tat Yan, Paul:

(i) did not hold any other directorship in other listed public companies 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 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 13.51(2)(h) to 13.51(2)(v) of the Listing Rules in connection with Mr. Wong Tat Yan, Paul's re-election.

(5) Mr. CHENG Dongfang (程東方先生) ("Mr. Cheng")

Mr. Cheng, aged 47, was appointed as a non-executive Director on 24 April 2026. From July 2000 to April 2026, Mr. Cheng held various positions including the business manager and assistant general manager at Xiamen C&D Packaging Co., Ltd. (廈門建發包裝有限公司), the deputy general manager and general manager at Xiamen C&D Paper & Pulp Co., Ltd. (廈門建發紙業有限公司), the assistant general manager, deputy general manager and general manager of Xiamen C&D Inc. ("C&D Inc.", a company listed on the Shanghai Stock Exchange (stock code: 600153)). He has been a director of C&D Inc. since May 2025. Mr. Cheng also served as a non-executive director and chairman of the board of C&D Newin Paper & Pulp Corporation Limited (a company listed on the Stock Exchange, stock code: 731) from January 2022 to September 2023, and has been a director of Shanghai C&D INNOSTIC Medical Technology Group Co., Ltd. (上海建發致新醫療科技集團股份有限公司, a company listed on the Shenzhen Stock Exchange, stock code: 301584) since March 2026. From August 2024 to April 2026, Mr. Cheng served as the deputy general manager of Xiamen C&D Group Co., Ltd. (廈門建發集團有限公司), and has been its general manager since April 2026.

Mr. Cheng graduated from Nanjing University of Science and Technology, majoring in industrial foreign trade, and is an assistant economist.

Mr. Cheng has entered into a service agreement with the Company, pursuant to which his appointment has taken effect on 24 April 2026 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), and is subject to retirement and re-election at the AGM in accordance with the Articles of Association.

Mr. Cheng will not receive any director's emolument but may be entitled to such discretionary bonus and/or other benefits as may be determined by and at the sole discretion of the Board (upon recommendation of the remuneration committee of the Board) from time to time.

Save as disclosed above, Mr. Cheng:

(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; and

(iv) does not have, directly or indirectly, any interests 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 13.51(2)(h) to 13.51(2)(v) of the Listing Rules in connection with Mr. Cheng's re-election.

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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual 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 at 11:00 a.m. on Wednesday, 27 May 2026 to consider and, if thought fit, transact the following ordinary businesses:

1. To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditors of the Company for the year ended 31 December 2025.

2. To declare a final dividend of HK$0.9 per share for the year ended 31 December 2025 by way of cash or scrip dividend scheme.

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

4. To re-elect Ms. Ye Yanliu as a non-executive director of the Company.

5. To re-elect Mr. Wong Chi Wai as an independent non-executive director of the Company.

6. To re-elect Mr. Wong Tat Yan, Paul as an independent non-executive director of the Company.

7. To re-elect Mr. Cheng Dongfang as a non-executive director of the Company.

8. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.

9. To consider the re-appointment of Grant Thornton Hong Kong Limited as the auditor of the Company for the ensuing year and to authorise the board of directors of the Company to fix its remuneration.

10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT**:

(a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and paragraph (c) below, pursuant to the Listing Rules and all other applicable laws, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with the unissued shares of the Company (including any sale or transfer of any treasury Shares (which shall have the meaning ascribed to it under the Listing Rules) out of treasury), and to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorize the directors of the Company (the “**Directors**”) during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) and treasury Shares, if any, sold or transferred or agreed conditionally or unconditionally to be sold or transferred by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as hereinafter defined in paragraph (d) below);

(ii) the exercise of options granted under the share option scheme or similar arrangement for the time being adopted by the Company from time to time;

(iii) any scrip dividend or similar arrangements providing for allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company and other relevant regulations in force from time to time; or

(iv) any issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company;

shall not exceed 20% of the aggregate number of shares of the Company in issue (excluding any treasury Shares) as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution, the "**Relevant Period**" means the period from the date of passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or

(iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

"**Rights Issue**" means an offer of shares, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to the holders of shares or any class of shares whose names appeared on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expenses or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange outside Hong Kong)."

11. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

"**THAT**:

(a) subject to compliance with the prevailing requirements of the Listing Rules and paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase the shares of the Company on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong (the "**SFC**") and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws as amended from time to time in this regard, be and the same is hereby generally and unconditionally approved;

(b) the aggregate number of shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate number of shares of the Company in issue (excluding any treasury Shares) as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution, "**Relevant Period**"means the period from the date of passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable laws of the Cayman Islands to be held; or

(iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting of the Company."

12. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

    "**THAT** conditional upon resolutions numbered 10 and 11 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with the unissued shares of the Company (including any sale or transfer of any treasury Shares out of treasury) pursuant to resolution numbered 10 above be and is hereby extended by the addition to the aggregate number of shares which may be allotted or agreed conditionally or unconditionally to be allotted and treasury Shares, if any, sold or transferred or agreed conditionally or unconditionally to be sold or transferred by the Directors pursuant to or in accordance with such general mandate of a number representing the aggregate number of shares to be repurchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 11 above."

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

Hong Kong, 30 April 2026

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 (the "**Shares**") in the Company 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 Share 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 joint holders 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 authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, 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 specified for holding of the Meeting (i.e. not later than 11:00 a.m. on Monday, 25 May 2026 (Hong Kong time)). In order to be valid, all forms of proxy must be lodged with Tricor Investor Services Limited before the deadline.

4. 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.

5. For the purpose of determining Shareholders' entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Thursday, 21 May 2026 to Wednesday, 27 May 2026 (both days inclusive). The record date will be Wednesday, 27 May 2026. In order to qualify for attending and voting at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at the abovementioned address for registration by 4:30 p.m. on Wednesday, 20 May 2026.

6. For the purpose of determining the Shareholders' entitlement to the final dividend, the register of members of the Company will be closed from Tuesday, 2 June 2026 to Wednesday, 3 June 2026 (both days inclusive). The record date will be Wednesday, 3 June 2026. In order to qualify for the final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at the above-mentioned address for registration by 4:30 p.m. on Monday, 1 June 2026.

7. In relation to the resolutions numbered 10 and 12 above, approval is being sought from the Shareholders for the grant to the Directors of a general mandate to authorize the allotment and issue of Shares in accordance with all applicable laws and the Listing Rules. The Directors have no immediate plans to issue any new Shares pursuant to the authority granted under the general mandate to be approved at the Meeting.

8. In relation to the resolution numbered 11 above, approval is being sought from the Shareholders for the grant to the Directors of a general mandate to repurchase Shares in accordance with all applicable laws and the Listing Rules. The Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the Shareholders.

9. 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 returning the form of proxy.

10. 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 welcomed 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@vistra.com
    Tel: (852) 2980 1333 during business hours 9:00 a.m. to 5:00 p.m., Monday to Friday, excluding Hong Kong Public Holidays
    Fax: (852) 2810 8185

11. If a Typhoon Signal No. 8 or above is hoisted or "extreme conditions" caused by super typhoons or a Black Rainstorm Warning Signal is in force at or at any time after 8:00 a.m. on the date of the Meeting, the Meeting will be adjourned. The Company will post an announcement on its website (www.cndintl.com) and designated website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) to notify the Shareholders of the date, time and place of the adjourned Meeting. The Meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations.

    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.

12. All dates and times mentioned in this notice refer to Hong Kong dates and times.