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## **C&D INTERNATIONAL INVESTMENT GROUP LIMITED**

### **建發國際投資集團有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1908)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “**Meeting**”) of C&D International Investment Group Limited (the “**Company**”) will be held at Office No.3517, 35th Floor, Wu Chung House, 213 Queen’s Road East, Wanchai, Hong Kong on Wednesday, 12 October 2016 at 10:30 a.m., to consider, if thought fit, transact the following resolutions of the Company by way of ordinary resolutions:

### **ORDINARY RESOLUTIONS**

#### **THAT:**

- (1) (a) the consignment agreement dated 19 August 2016 entered into between Shanghai Zhaoyu Asset Management Limited Company and Shanghai Zhongyue Real Estate Development Limited Company in respect of the “Xinjiangwan Huayuan” project (the “**Huayuan Consignment Agreement**”) and the consignment agreement dated 19 August 2016 entered into between Shanghai Shanxidi Real Estate Development Limited Company and Shanghai Zhongyue Asset Management Limited Company in respect of the “Xinjiangwan Jiayuan” project (the “**Jiayuan Consignment Agreement**”) (copies of which marked “A” and “B” have been produced to the Meeting and initialled by the chairman of the Meeting for identification purpose) the transactions contemplated thereunder and the proposed annual caps thereunder and all other transactions in connection therewith and any other ancillary documents, be and are hereby confirmed, approved and ratified, subject to such addition or amendment as any director(s) of the Company (the “**Director(s)**”) may consider necessary, desirable or appropriate;
- (b) any Director(s) be and are hereby authorised for and on behalf of the Company to, amongst others, sign, execute and deliver or to authorise the signing, execution and delivery of all such documents and deeds, to do or authorise doing all such acts, matters and things as he/she may in his/her discretion consider necessary, expedient or desirable to give effect to and implement the Huayuan Consignment Agreement, the Jiayuan Consignment Agreement and any ancillary documentation and transactions thereof;
- (2) (a) the capital increase agreement dated 18 August 2016 entered into between Xiamen Yi Yue Property Company Limited, Suzhou Zhaokun Real Estate Development Company Limited and Xiamen Liyuan Investment Company Limited (a copy of which marked “C” respectively has been produced to the Meeting and initialled by the chairman of the Meeting for identification purpose), the transactions contemplated thereunder and

the proposed annual caps thereunder, and all other transactions in connection therewith and any other ancillary documents, be and are hereby approved, confirmed and ratified, subject to such addition or amendment as any Director(s) may consider necessary, desirable or appropriate;

- (b) any Director(s) be and are hereby authorised for and on behalf of the Company to, amongst others, sign, execute and deliver or to authorise the signing, execution and delivery of all such documents and deeds, to do or authorise doing all such acts, matters and things as he/she may in his/her discretion consider necessary, expedient or desirable to give effect to and implement the Capital Increase Agreement and any ancillary documentation and transactions thereof;

Yours faithfully  
By order of the Board  
**C&D International Investment Group Limited**  
建發國際投資集團有限公司  
**Zhuang Yuekai**  
*Chairman and Executive Director*

Hong Kong, 24 September 2016

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Head office and principal*

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

**Notes:**

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares in the Company (the "**Shares**") may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company.
2. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such Shares shall alone be entitled to vote in respect thereof.

3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorized, and must be deposited with the Hong Kong branch share registrar and transfer office (the “**Branch Share Registrar**”) of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting (or any adjournment thereof).
4. The register of members of the Company will be closed from Monday, 10 October 2016 to Wednesday, 12 October 2016 (both days inclusive), during which period no transfer of the Shares will be effected. In order to qualify for attending the Meeting or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificate(s) must be lodged with the Branch Share Registrar at the above address by no later than 4:30 p.m. on Friday, 7 October 2016.
5. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.

As at the date of this notice, the Directors are:

**Executive Directors**

Mr. Zhuang Yuekai (庄躍凱) (*Chairman*)

Mr. Shi Zhen (施震)

Ms. Zhao Chengmin (趙呈閩)

**Non-executive Directors**

Ms. Wang Xianrong (王憲榕)

Ms. Wu Xiaomin (吳小敏)

Mr. Huang Wenzhou (黃文洲)

**Independent non-executive Directors**

Mr. Wong Chi Wai (黃維)

Mr. Wong Tat Yan, Paul (黃達仁)

Mr. Chan Chun Yee (陳振宜)

This notice is prepared in both English and Chinese. In the event of inconsistency, the English text of the notice shall prevail over the Chinese text.