

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the content of this announcement.

CHINA DEVELOPMENT BANK INTERNATIONAL INVESTMENT LIMITED

國開國際投資有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1062)

POTENTIAL MAJOR TRANSACTION DISPOSAL OF LISTED SECURITIES IN AN INVESTEE COMPANY

The board of directors (the “**Board**”) of China Development Bank International Investment Limited (the “**Company**”) hereby announces that on 6 March 2019, the Board approved the potential disposal of an aggregate of 4,670,362 ADSs of NIO Inc. (“**NIO**”) (representing approximately 0.44% of the issued share capital of NIO as at the date of this announcement) held by the Company through the open market based on the prevailing market conditions at a price not lower than US\$7.15 per share (exclusive of transaction costs).

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio in respect of the Disposal is expected to exceed 25% but be less than 75% under the Listing Rules (calculated based on the highest closing price of NIO ADSs as quoted on the New York Stock Exchange for the last 10 trading days up to and including 5 March 2019), the Disposal will constitute a major transaction of the Company under Chapter 14 of the Listing Rules and will be subject to announcement, circular and shareholders’ approval requirements under Chapter 14 of the Listing Rules.

The Board is aware that as NIO and the Company are both listed companies, and the trading prices of their listed securities could vary from time to time. Therefore, the actual applicable percentage ratios in respect of the Disposal could vary based on the trading prices of the NIO ADSs and the Company’s shares at the time of making the Disposal. The Company will ensure that the highest applicable percentage ratio in respect of the Disposal at the time of making the Disposal is less than 75%, otherwise the Company will seek necessary approval from its shareholders in accordance with the Listing Rules.

As no shareholder has material interests in the Disposal and is required to abstain from the voting regarding the Disposal, the Company has obtained a written shareholder’s approval from China Development Bank International Holdings Limited, the controlling Shareholder of the Company, holding approximately 66.16% of the total issued shares of the Company as at the Latest Practicable Date, in lieu of holding a general meeting to approve the Disposal, pursuant to Rule 14.44 of the Listing Rules.

DISPOSAL OF NIO ADS

The Board hereby announces that on 6 March 2019, the Board approved the Disposal to be made at a time(s) deemed appropriate by the Company after the expiration of any applicable lock-up period, of an aggregate of 4,670,362 NIO ADSs (representing approximately 0.44% of the issued share capital of NIO as at the date of this announcement) held by the Company through the open market based on the prevailing market conditions at a price no less than US\$7.15 per share (exclusive of transaction costs). The Group will receive cash on settlement of the Disposal. The consideration for the Disposal will be the market price of the NIO ADS(s) at the respective dates of disposal. Upon completion of the Disposal, the Group will not hold any NIO ADS. As the Disposal will be made through the open market, the Company will not be aware of the identities of the buyers of such NIO ADSs and accordingly, to the best knowledge, information and belief of the Directors having made all reasonable enquiries, the buyers of such NIO ADSs will be independent third parties.

INFORMATION OF NIO

NIO was incorporated in the Cayman Islands in November 2014 as an exempted company with limited liability and the NIO ADSs are listed on the New York Stock Exchange. NIO is a pioneer in China's premium electric vehicle market and is principally engaged in the design, jointly manufacturing and sales of smart and connected premium electric vehicles.

The following financial information is extracted from the public documents of NIO:

	For the year ended 31 December	
	2018	2017
	<i>US\$'000</i>	<i>US\$'000</i>
Revenue	720,117	–
Loss before income tax expense	(1,398,726)	(757,623)
Net loss	(1,401,932)	(758,818)

The shareholders' equity of NIO as at 31 December 2018 was approximately US\$992,094,000.

REASONS FOR THE DISPOSAL OF NIO ADSs

The principal activities of the Group are to achieve medium-term to long-term capital appreciation of its assets primarily through its investments in money market securities, equity and debt related securities in listed and unlisted entities on a global basis. The Board noted the recent increase in the trading prices of the NIO ADSs and expects the Disposal (if proceeding) would generate a gain for the Company of approximately US\$8.39 million (exclusive of the transaction costs), being the difference between the expected consideration for the Disposal (calculated at a minimum disposal price of US\$7.15 per share) and the acquisition costs. The Group intends to use the proceeds of the Disposal for general working capital. As the Disposal will be made at market price, the Directors are of the view that the terms of the Disposal is fair and reasonable, on normal commercial terms and in the interests of the Company and its shareholders as a whole.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio in respect of the Disposal is expected to exceed 25% but be less than 75% under the Listing Rules (calculated based on the highest closing price of NIO ADSs as quoted on the New York Stock Exchange for the last 10 trading days up to and including 5 March 2019), the Disposal will constitute a major transaction of the Company under Chapter 14 of the Listing Rules and will be subject to announcement, circular and shareholders' approval requirements under Chapter 14 of the Listing Rules.

The Board is aware that as NIO and the Company are both listed companies, and the trading prices of their listed securities could vary from time to time. Therefore, the actual applicable percentage ratios in respect of the Disposal could vary based on the trading prices of the NIO ADSs and the Company's shares at the time of making the Disposal. The Company will ensure that the highest applicable percentage ratio in respect of the Disposal at the time of making the Disposal is less than 75%, otherwise the Company will seek necessary approval from its shareholders in accordance with the Listing Rules.

As no shareholder has material interests in the Disposal and is required to abstain from the voting regarding the Disposal, the Company has obtained a written shareholder's approval from China Development Bank International Holdings Limited, the controlling Shareholder of the Company, holding approximately 66.16% of the total issued shares of the Company as at the Latest Practicable Date, in lieu of holding a general meeting to approve the Disposal, pursuant to Rule 14.44 of the Listing Rules.

CIRCULAR

A circular containing, among other things, (i) further information relating to the Disposal; (ii) the financial information of the Group; and (iii) other documents required to be disclosed pursuant to the Listing Rules will be dispatched to the Shareholders on or before 27 March 2019.

DEFINITIONS

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

“ADS”	American depositary securities, a negotiable certificate of title to a number of shares in a non-US company which are deposited in an overseas bank
“Board”	The board of Directors
“Company”	China Development Bank International Investment Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on Main Board (stock code: 1062)
“Directors”	Directors of the Company

“Disposal”	The potential disposal of an aggregate of 4,670,362 ADSs of NIO by the Company at a price not lower than US\$7.15 per share (exclusive of transaction costs)
“Group”	The Company and its subsidiaries
“HKEx”	Hong Kong Exchanges and Clearing Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the main board of the Stock Exchange (stock code: 388)
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	5 March 2019, being the latest practicable date prior to the publication of this announcement for ascertaining certain information contained herein
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Shareholder(s)”	The shareholder(s) of the Company
“NIO”	NIO Inc., which was incorporated in the Cayman Islands as an exempted company with limited liability and the ADSs of which are listed on the New York Stock Exchange (NYSE: NIO)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

By Order of the Board
China Development Bank International Investment Limited
BAI Zhe
Chairman

Hong Kong
6 March 2019

As at the date of this announcement, the Board is comprised of Mr BAI Zhe and Mr ZHANG Jielong as Executive Directors; and Mr WANG Xiangfei, Mr SIN Yui Man and Mr FAN Ren Da, Anthony as Independent Non-executive Directors.