

CD INTERNATIONAL ENTERPRISES, INC.  
Form DEFA14A  
June 01, 2012

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934  
(Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under Rule 14a-12

CD International Enterprises, Inc.

\_\_\_\_\_  
(Name of Registrant as Specified In Its Charter)

N/A

\_\_\_\_\_  
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

\_\_\_\_\_  
(2) Aggregate number of securities to which transaction applies:

\_\_\_\_\_  
(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act

Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

\_\_\_\_\_  
(4) Proposed maximum aggregate value of transaction:

\_\_\_\_\_  
(5) Total fee paid:

[ ] Fee paid previously with preliminary materials.

[ ] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- |    |  |
|----|--|
| 1. | Amount Previously Paid:<br>_____                       |
| 2. | Form, Schedule or Registration Statement No.:<br>_____ |
| 3. | Filing Party:<br>_____                                 |
| 4. | Date Filed:<br>_____                                   |

NOTICE OF ADJOURNED ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD ON AUGUST 3, 2012

To the shareholders of CD International Enterprises, Inc.

PLEASE TAKE NOTICE that the annual meeting of shareholders of CD International Enterprises, Inc. originally scheduled for June 1, 2012 has been adjourned and will reconvene on Friday, August 3, 2012 at 2:00 p.m. (Eastern Time). The adjourned meeting will be held at 431 Fairway Drive, Suite 200, Deerfield Beach, Florida 33441.

At the adjourned annual meeting you will be asked to vote on the following matters:

1. To elect a board of directors consisting of seven members;
2. To approve an amendment to our 2008 Executive Stock Incentive Plan to increase the number of shares of our common stock which may be granted under the 2008 Executive Stock Incentive Plan from 1,000,000 to 2,500,000;
3. To approve an amendment to our 2008 Non-Executive Stock Incentive Plan to increase the number of shares of our common stock which may be granted under the 2008 Non-Executive Stock Incentive Plan from 3,000,000 to 4,500,000;
4. To ratify the appointment of Sherb & Co., LLP as our independent registered public accounting firm; and  
To consider and act upon any other business as may properly come before the annual meeting or any adjournments thereof.

The board of directors recommends that you vote FOR Proposals 1, 2, 3 and 4. These items of business are more fully described in the proxy statement that was filed with the SEC on April 18, 2012. The close of business on April 5, 2012 will remain as the record date for determining the shareholders that are entitled to notice of and to vote at the adjourned annual meeting and any adjournments thereof.

It is important that your shares are represented and voted at the meeting. IF YOU HAVE NOT ALREADY VOTED, PLEASE TAKE A MOMENT NOW TO CAST YOUR VOTE SO THAT YOUR SHARES MAY BE REPRESENTED AT THE ADJOURNED MEETING. IF YOU HAVE ALREADY VOTED, PLEASE DISREGARD THIS NOTICE AND WE THANK YOU FOR YOUR RESPONSE.

If you received the proxy materials by mail, you can vote your shares by completing, signing, dating, and returning your completed proxy card, by mail or voting over the Internet or by telephone. If you received the proxy materials over the Internet, a proxy card was not sent to you, and you may vote your shares over the Internet. To vote by Internet, follow the instructions included in the proxy statement. You can revoke a proxy at any time prior to its exercise at the adjourned meeting by following the instructions in the proxy statement.

You may attend the adjourned annual meeting and vote in person even if you have previously voted by proxy in one of the three ways listed above. Your proxy is revocable in accordance with the procedures set forth in the proxy statement.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ADJOURNED ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON AUGUST 3, 2012.

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The Notice of Adjourned Annual Meeting, Supplement No. 2 to Proxy Statement, Proxy Statement, the amended proxy card and Form 10-K for the fiscal year ended September 30, 2011 are available at [www.envisionreports.com/CDII](http://www.envisionreports.com/CDII).

By Order of the Board of Directors

Lazarus Rothstein,  
Secretary

Deerfield Beach, Florida  
June 1, 2012

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CD INTERNATIONAL ENTERPRISES, INC.

431 Fairway Drive, Suite 200  
Deerfield Beach, Florida 33441

SUPPLEMENT No. 2  
TO  
PROXY STATEMENT

ADJOURNED ANNUAL MEETING OF SHAREHOLDERS  
To Be Held On August 3, 2012

This Supplement No. 2 to Proxy Statement is being furnished to the holders of the common stock, par value \$.0001 per share (the "Common Stock"), of CD International Enterprises, Inc. (the "Company") in connection with the solicitation of proxies by the board of directors of the Company (the "Board of Directors" or the "Board") for use in voting at the adjourned annual meeting of the Company's shareholders or any adjournment or postponement thereof (the "Adjourned Annual Meeting"). The Adjourned Annual Meeting will be held on Friday, August 3, 2012, at 2:00 p.m. Eastern Time at the Company's principal executive offices located at 431 Fairway Drive, Suite 200, Deerfield Beach, Florida 33441.

The close of business on April 5, 2012 will remain as the record date for determining the shareholders that are entitled to notice of and to vote at the annual meeting and any adjournments thereof.

This Supplement No. 2 to Proxy Statement and the Notice of Adjourned Annual Meeting of Shareholders supplement the Notice of Annual Meeting of Shareholders and Proxy Statement, each dated April 18, 2012, previously made available to our shareholders in connection with the solicitation of proxies for use at the Adjourned Annual Meeting.

This Supplement No. 2 is being furnished to provide information related to the change of the meeting date, time and location to the Company's principal executive offices. This Supplement No. 2 does not provide all of the information that is important to your decisions in voting at the Adjourned Annual Meeting. Additional information is contained in the Proxy Statement for our Annual Meeting that was previously made available to our shareholders. If you previously received a Notice of Internet Availability of Proxy Materials, which we mailed on or about April 19, 2012, you may view the Proxy Statement, the Company's Form 10-K for the fiscal year ended September 30, 2011, this Supplement No. 2, the amended Proxy Card, and the Notice of Adjourned Annual Meeting of Shareholders which are available at [www.envisionreports.com/CDII](http://www.envisionreports.com/CDII). See "Important Notice Regarding the Availability of Proxy Materials for the Adjourned Annual Meeting of Shareholders to be held on August 3, 2012" filed with the SEC.

The amended proxy card or voting instruction card enclosed with this Supplement No. 2 differs from the proxy card or voting instruction card previously furnished to you with the Proxy Statement dated April 18, 2012, in that the enclosed proxy card or voting instruction card reflects the new date, time and location of the Adjourned Annual Meeting. You may vote on all four proposals by submitting the amended proxy card or voting instruction card enclosed with this Supplement No. 2 or submitting a proxy via the Internet or by telephone by following the procedures on your amended proxy card or voting instruction card. Properly executed proxies that do not contain voting instructions for any item will be voted in accordance with the recommendations of the Board of Directors.

Except for the meeting date, time and location, this Supplement No. 2 does not modify, amend, supplement or otherwise affect any matter presented for consideration in the Proxy Statement.

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FORM OF AMENDED PROXY CARD

CD INTERNATIONAL ENTERPRISES  
INC.  
431 Fairway Drive, Suite 200  
Deerfield Beach, Florida 33441

Electronic Voting Instructions  
You can vote by Internet or telephone!  
Available 24 hours a day, 7 days a week!

Instead of mailing your proxy, you may choose one of the two voting methods outlined below to vote your proxy.

VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR.

Proxies submitted by the Internet or telephone must be received by 1:00 a.m., Eastern Time, on August 3, 2012.

IMPORTANT ANNUAL MEETING INFORMATION

ABC HOLDER  
400 MY STREET  
CHICAGO IL 60605

Vote by Internet  
Log on to the Internet and go to  
[www.envisionreports.com/cdii](http://www.envisionreports.com/cdii)  
Follow the steps outlined on the secured website.

Vote by telephone  
Call toll free 1-800-652-VOTE (8683) within the USA, US territories & Canada any time on a touch tone telephone. There is NO CHARGE to you for the call.

Using a black ink pen, mark your votes with an X as shown in this example. Please do not write outside the designated areas.  
Annual Meeting Proxy Card

Follow the instructions provided by the recorded message.

IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.

A. PROPOSALS – The Board of Directors recommends a vote FOR all of the nominees listed and FOR Proposals 2, 3 and 4.

- |                |                               |                       |                          |                         |
|----------------|-------------------------------|-----------------------|--------------------------|-------------------------|
| 1. Election of | 01 - Dr. Yuejian (James) Wang | 02 - Mr. David Barnes | 03 - Mr. Sheldon Steiner | 07- Mr. Kong Tung       |
| Directors:     |                               | 04 - Mr. Yuwei Huang  | 05 - Dr. Philip Y. Shen  | 06 - Mr. Adam Wasserman |

- Mark here to vote FOR all nominees
- Mark here to vote WITHHOLD vote for all nominees

o For All EXCEPT – to withhold a vote for one or more nominees, mark the box to the left and the corresponding numbered boxes to the right.

|    |    |    |    |    |    |    |
|----|----|----|----|----|----|----|
| 01 | 02 | 03 | 04 | 05 | 06 | 07 |
| o  | o  | o  | o  | o  | o  | o  |

- |  |          |              |              |
|--|----------|--------------|--------------|
| 2. Approval of the amendment to our 2008 Executive Stock Incentive Plan to increase the number of shares of our common stock which may be granted under the 2008 Executive Stock Incentive Plan from 1,000,000 to 2,500,000.         | FOR<br>o | AGAINST<br>o | ABSTAIN<br>o |
| 3. Approval of the amendment to our 2008 Non-Executive Stock Incentive Plan to increase the number of shares of our common stock which may be granted under the 2008 Non-Executive Stock Incentive Plan from 3,000,000 to 4,500,000. | FOR<br>o | AGAINST<br>o | ABSTAIN<br>o |
| 4. To ratify the appointment of Sherb & Co., LLP as our independent registered public accountants.   | FOR<br>o | AGAINST<br>o | ABSTAIN<br>o |
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**B. Authorized Signatures – This section must be completed for your vote to be counted. – Date and Sign Below**

Please sign as your name or names appear on this Proxy. When share are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate names by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

Date (mm/dd/yyyy) – Please  
print date below.

Signature 1 – Please keep  
signature within the box.

Signature 2 – Please keep  
signature within the box.

**IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.**

Proxy – CD International Enterprises Inc.

**ANNUAL MEETING OF THE SHAREHOLDERS OF CD INTERNATIONAL ENTERPRISES, INC.**

**PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned, a stockholder of CD International Enterprises Inc. (the “Company”), hereby revoking any proxy heretofore given, does hereby appoint Lazarus Rothstein, proxy with power of substitution, for and in the name of the undersigned to attend the Adjourned Annual Meeting of Shareholders of the Company to be held at 431 Fairway Drive, Suite 200, Deerfield Beach, Florida 33441 on Friday August 3, 2012 at 2:00 p.m., (Eastern Time), or at any adjournment or postponement thereof, and there to vote, as designated below.

**THIS PROXY WILL BE VOTED AS DIRECTED, IF NO CONTRARY INSTRUCTION IS INDICATED, THE VOTE OF THE UNDERSIGNED WILL BE CAST “FOR” PROPOSALS 1, 2, 3 AND 4. IF ANY OTHER BUSINESS IS PRESENTED AT THE ANNUAL MEETING, THIS PROXY WILL BE VOTED BY THOSE NAMED IN THIS PROXY IN THEIR BEST JUDGMENT. AT THE PRESENT TIME, THE BOARD OF DIRECTORS KNOWS OF NO OTHER BUSINESS TO BE PRESENTED AT THE ANNUAL MEETING.**

(CONTINUED AND TO BE SIGNED ON REVERSE SIDE.)

**C. Non-Voting Items**

Change of Address – Please print new address  
below.

Meeting Attendance  
Mark box to the right if you plan to attend the  
Annual Meeting.

**IF VOTING BY MAIL, YOU MUST COMPLETE SECTIONS A – C ON BOTH SIDES OF THIS CARD**