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中国三迪
CHINA SANDI

CHINA SANDI HOLDINGS LIMITED

中國三迪控股有限公司

(incorporated in Bermuda with limited liability)

(Stock Code: 910)

**ANNOUNCEMENT PURSUANT TO RULES 13.51B(2)
AND 13.51(2)(h) OF THE LISTING RULES**

This announcement is made by China Sandi Holdings Limited ((the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rules 13.51B(2) and 13.51(2)(h) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

On 18 May 2022, the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company was informed by Mr. Chan Yee Ping Michael (“**Mr. Chan**”), an independent non-executive Director, that he was publicly criticized by the Stock Exchange on the same date in relation to breaches of his undertakings under the declaration and undertaking with regard to directors given to the Stock Exchange in the form set out in Appendix 5B to the Listing Rules (the “**Undertaking**”) as he failed to ensure that Prosper One International Holdings Company Limited (“**Prosper One**”, Stock Code: 1470) maintained an adequate and effective internal control system, and to discharge his duties as a member of Prosper One’s audit committee (the “**Incident**”). Mr. Chan was an independent non-executive director of Prosper One for the period between 20 September 2017 and 27 December 2018 and a member of the audit committee of Prosper One for the same period. As a result, Mr. Chan was directed to attend 21 hours of training on regulatory and legal topics and Listing Rules compliance (the “**Training**”).

Further details relating to the Incident can be found in the statement of disciplinary action made by the Stock Exchange on its website on 18 May 2022 (the “**Regulatory Announcement**”).

Mr. Chan is an independent non-executive Director and a member of the audit committee of the Company. He is not involved in the day-to-day operations of the Group. The Board (other than Mr. Chan) has carefully assessed the Incident. In view of that (i) there is no evidence that the Incident involved any act of dishonesty, fraudulence or suggested any issue of integrity on the part of Mr. Chan which would affect Mr. Chan's suitability as a Director; (ii) no findings and conclusions set out in the Regulatory Announcement stated that Mr. Chan is unsuitable to act as a director of Hong Kong listed companies; (iii) as an independent non-executive Director, Mr. Chan was not involved in the transactions of Prosper One which led to the breach of the Listing Rules; (iv) Mr. Chan will soon receive the Training; and (v) based on the information available to the Board as at the date of this announcement, the Incident did not relate to the affairs of the Group and Directors (except for that Mr. Chan is an independent non-executive Director) and senior management of the Company, and is not expected to have any material adverse impact on the business and/or operations of the Group, the Board (other than Mr. Chan) considers that the Incident does not affect Mr. Chan's suitability as an independent non-executive Director.

Mr. Chan has confirmed to the Company that save as disclosed in this announcement and the Regulatory Announcement, there is no other information relating to him that is required to be disclosed pursuant to the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and he is not aware of any other matters that need to be brought to the attention of the shareholders of the Company.

By order of the Board
China Sandi Holdings Limited
Guo Jiadi
Chairman

Hong Kong, 19 May 2022

As at the date of this announcement, the Board comprises Mr. Guo Jiadi, Ms. Amika Lan E Guo and Mr. Wang Chao, being the executive Directors; Mr. Chan Yee Ping, Michael, Ms. Ma Shujuan and Mr. Lam Wai Fung, Dominic, being the independent non-executive Directors.