



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)

PROXY FORM

Form of proxy for use by shareholders at the annual general meeting to be convened at 21st Floor, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong on Thursday, 30 June 2022 at 10:30 a.m. or any adjournment thereof

I/We <sup>(note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ <sup>(note b)</sup>  
ordinary shares of HK\$0.01 each (the "Shares") of China Sandi Holdings Limited (the "Company") hereby appoint the Chairman of the meeting or \_\_\_\_\_ of \_\_\_\_\_

to act as my/our proxy (note c) at the annual general meeting of the Company to be held at 21st Floor, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong on Thursday, 30 June 2022 at 10:30 a.m. and at any adjournment thereof and to vote for me/us and on my/our behalf in respect of the resolutions as set out in the notice convening the said meeting (the "Notice") as indicated below and, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR <sup>(note d)</sup>	AGAINST <sup>(note d)</sup>
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 31 December 2021		
2.	(a) To re-elect Mr. Guo Jiadi as an executive director (the "Director") of the Company		
	(b) To re-elect Mr. Wang Chao as an executive Director		
	(c) To authorise the board of Directors (the "Board") to fix the Directors' remuneration		
3.	To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and authorise the Board to fix their remuneration		
4.	To grant a general mandate to the Directors to issue, allot and deal with additional Shares not exceeding 20% of the aggregate number of the existing issued Shares as at the date of passing of this resolution		
5.	To grant a general mandate to the Directors to repurchase Shares not exceeding 10% of the aggregate number of the issued Shares as at the date of passing of this resolution		
6.	To extend the general mandate granted to the Directors under resolution no. 4 by the number of Shares repurchased by the Company under the general mandate granted under resolution no. 5		
	SPECIAL RESOLUTION	FOR <sup>(note d)</sup>	AGAINST <sup>(note d)</sup>
7.	To approve the new amended and restated Bye-laws of the Company to reflect the amendments described in the Appendix III to the circular of the Company dated 2 June 2022 and any ancillary or related adjustments or amendments approved by the Directors or required by any relevant regulatory authority, and such amendment be adopted as the new amended and restated the Bye-laws of the Company in substitution for, and to the exclusion of, the existing Bye-laws of the Company.		

Dated the \_\_\_\_\_ day \_\_\_\_\_ of 2022 Shareholder's signature \_\_\_\_\_ <sup>(notes e, f, g and h)</sup>

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares in the capital of the Company registered in your name(s).
- A proxy does not need to be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any resolutions, please tick ("✓") the boxes marked "Against". If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the Notice.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company's Hong Kong branch share registrar, Tricor Tengis Limited of Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time of the meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') names(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Tengis Limited at the above address.