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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)

**PROPOSED CHANGE OF INDEPENDENT NON-EXECUTIVE
DIRECTOR AND CHANGES IN COMPOSITION OF
BOARD COMMITTEES**

**PROPOSED RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND
MEMBER OF BOARD COMMITTEES**

The board (the “**Board**”) of directors (the “**Director(s)**”) of China Sandi Holdings Limited (the “**Company**”, and its subsidiaries, the “**Group**”) hereby announces that Ms. Ma Shujuan (“**Ms. Ma**”) has notified the Board that she will not offer herself for re-election at the forthcoming annual general meeting of the Company (the “**AGM**”) to be held on 15 June 2023 and will retire as an independent non-executive Director by rotation pursuant to the bye-laws of the Company (the “**Bye-Laws**”) with effect from the conclusion of the AGM for the reason that she would like to devote more time to her other commitments.

Upon her retirement as an independent non-executive Director, Ms. Ma will cease to be the chairman of the remuneration committee (the “**Remuneration Committee**”) and a member of each of the audit committee (the “**Audit Committee**”) and the nomination committee (the “**Nomination Committee**”) of the Company with effect from the conclusion of the AGM.

Ms. Ma has confirmed that she has no disagreement with the Board and there is no other matter relating to her resignation that needs to be brought to the attention of the shareholders (the “**Shareholders**”) of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Company would like to express its sincere gratitude to Ms. Ma for her valuable contribution to the Board during her tenure of services with the Company.

PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBER OF BOARD COMMITTEES

To fill the vacancy following the resignation of Ms. Ma, with the recommendation of the Nomination Committee, the Board has resolved to appoint Ms. Wong Wai Man (“**Ms. Wong**”) as an independent non-executive Director with effect from the conclusion of the AGM. Ms. Wong has also been appointed as the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee with effect from the conclusion of the AGM.

Details of Ms. Wong which are required to be disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) are set out below:

Ms. Wong Wai Man, aged 49, is the group legal counsel and company secretary of VPower Group International Holdings Limited (a company whose shares are listed on the main board of the Stock Exchange, stock code 1608). Prior to joining the said listed company as the legal counsel in late 2017, Ms. Wong had been a qualified solicitor in private practice for over 15 years in Hong Kong, specialised in general commercial matters, mergers and acquisitions, corporate financing and regulatory compliance works of listed companies.

Ms. Wong obtained a bachelor of laws (LLB) in 1995 and a postgraduate certificate in laws (PCLL) in 1996 from the University of Hong Kong. She was admitted as a solicitor in Hong Kong in late 1998.

Save as disclosed above, Ms. Wong has no other relationship with any other Directors, senior management, substantial and controlling Shareholders (with the same meanings ascribed thereto in the Listing Rules) and has not held any position with the Company or any other member of the Group, nor has any directorships in other listed companies in the past three years.

The Company will enter into an appointment letter with Ms. Wong for an initial term of three years from 15 June 2023 unless terminated by not less than three months’ notice in writing served by either party on the other.

According to the terms of the appointment letter, Ms. Wong will be entitled to a director’s fee of HK\$80,000 per annum, which is subject to annual review and was determined by the Remuneration Committee and the Board on the basis of her experience, knowledge, qualifications, duties and responsibilities and the prevailing market conditions..

In accordance with the Bye-laws, Ms. Wong will hold office until the annual general meeting of the Company to be held in 2024 and will be eligible for re-election at that meeting, and will be subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company.

As at the date of this announcement, Ms. Wong does not have any interests in the shares, underlying shares or debentures of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information relating to the appointment of Ms. Wong as an independent non-executive Director that needs to be brought to the attention of the Shareholders and there is no other information relating to Ms. Wong that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to take this opportunity to welcome Ms. Wong to join the Board as an independent non-executive Director.

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

Hong Kong, 27 April 2023

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