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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 15 JUNE 2023
AND
CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
CHANGE OF COMPOSITION OF BOARD COMMITTEES**

The Board is pleased to announce that all the resolutions set out in the Notice of AGM were duly passed by the Shareholders attending and voting at the AGM by way of poll.

References are made to (i) the announcement of China Sandi Holdings Limited (the “**Company**”) dated 27 April 2023 (the “**Announcement**”) in relation to, inter alia, the proposed change of independent non-executive Director and changes in composition of board committees; and (ii) the circular of the Company dated 28 April 2023 (the “**Circular**”) in relation to, inter alia, proposals for general mandates to issue new Shares and to repurchase Shares and re-election of retiring Directors. Capitalised terms used herein shall have the same meanings as those defined in the Announcement and the Circular (as the case may be) unless the context requires otherwise.

POLL RESULTS OF THE AGM

The Board is pleased to announce that all the resolutions as more particularly set out in the notice (the “**Notice**”) of the AGM dated 28 April 2023 were duly passed by the Shareholders attending and voting at the AGM held on 15 June 2023 by way of poll. The Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

As at the date of the AGM, the total number of Shares in issue was 5,088,207,546 ordinary Shares, which represented the total number of Shares entitling the holders thereof to attend and vote for or against all resolutions. There was no restriction on any Shareholders casting any vote on any of the resolutions at the AGM. There were no Shares entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules and there were no Shares requiring the holders to abstain from voting at the AGM under the Listing Rules. All Directors attended the AGM.

Details of the poll results in respect of all the resolutions put to vote at the AGM are as follows:

Ordinary Resolutions		No. of Shares voted (approximate percentage of total number of votes casted)	
		For	Against
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and reports of the Directors and auditor of the Company for the year ended 31 December 2022.	920,817,545 (100%)	0 (0%)
2.	(a) To re-elect Mr. Lam Wai Fung, Dominic as an independent non-executive Director.	920,817,545 (100%)	0 (0%)
	(b) To authorise the board of Directors (the “ Board ”) to fix the Directors’ remuneration.	920,817,545 (100%)	0 (0%)
3.	To re-appoint Moore Stephens CPA Limited as auditor of the Company and to authorise the Board to fix their remuneration.	920,817,545 (100%)	0 (0%)
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.	920,817,545 (100%)	0 (0%)
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.	920,817,545 (100%)	0 (0%)
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.	920,817,545 (100%)	0 (0%)

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR

As stated in the Announcement and the Circular, Ms. Ma Shujuan shall retire from her office as an independent non-executive Director at the AGM and will not offer herself for re-election. The retirement of Ms. Ma has been effective from the conclusion of the AGM. Further details of her retirement are set out in the Announcement and the Circular.

The Board is also pleased to announce that, as stated in the Announcement, Ms. Wong Wai Man was appointed as an independent non-executive Director with effect from the conclusion of the AGM. The biography of Ms. Wong and other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out in the Announcement. As at the date of this announcement, such information has no change.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

Upon her retirement as an independent non-executive Director, Ms. Ma ceased to be 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.

Following the appointment of Ms. Wong as an independent non-executive Director, Ms. Wong was also 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.

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

Hong Kong, 15 June 2023

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, Mr. Lam Wai Fung, Dominic and Ms. Wong Wai Man, being the independent non-executive Directors.