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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 AMENDMENTS TO  
THE EXISTING AMENDED AND RESTATED BYE-LAWS OF THE COMPANY**

This announcement is made by China Sandi Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) in relation to the proposed amendments to the existing amended and restated bye-laws of the Company (the “**Existing Bye-laws**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend the Existing Bye-laws for the purposes of, among others, (i) updating and bringing the Existing Bye-laws in line with the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which took effect from 31 December 2023; and (ii) better aligning the amendments of the Existing Bye-laws for housekeeping purposes with the provisions of the Listing Rules and the applicable laws of Bermuda (collectively, the “**Proposed Amendments**”). For the purposes of the Proposed Amendments, the Board proposes to adopt the second amended and restated bye-laws which consolidates the Proposed Amendments in substitution for, and to the exclusion of the Existing Bye-laws in their entirety (the “**New Bye-laws**”).

The Proposed Amendments and adoption of the New Bye-laws shall be subject to the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) at the forthcoming special general meeting of the Company (the “**SGM**”), and the New Bye-laws shall become effective upon the passing of such special resolution at the SGM. A circular containing, among others, details of the Proposed Amendments and adoption of the New Bye-laws and a notice convening the SGM will be despatched to the Shareholders in due course.

By Order of the Board  
**China Sandi Holdings Limited**  
**Guo Jiadi**  
*Chairman*

Hong Kong, 19 February 2024

*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.*