

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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 SPECIAL GENERAL MEETING  
HELD ON 13 MARCH 2024**

The Board is pleased to announce that the SGM was held on 13 March 2024 and all the resolutions set out in the Notice of SGM were duly passed by the Shareholders by way of poll at the SGM.

**POLL RESULTS OF THE SPECIAL GENERAL MEETING**

Reference is made to the notice (the “**Notice of SGM**”) of the special general meeting (the “**SGM**”) and the circular (the “**Circular**”) of China Sandi Holdings Limited (the “**Company**”) both dated 22 February 2024 in relation to, inter alia, (i) the connected transaction in relation to the proposed amendments to the terms and conditions of the Convertible Bonds; and (ii) the proposed adoption of the New Bye-laws. Terms used herein shall have the same meanings as those defined in the Circular unless the context requires otherwise.

The Board is pleased to announce that at the SGM held on 13 March 2024, all the resolutions set out in the Notice of SGM were duly passed by the Shareholders by way of poll. All Directors attended the SGM either in person or by electronic means.

The total number of Shares entitling the Independent Shareholders to attend and vote for or against the resolution numbered 1 proposed at the SGM was 1,701,301,651. There is no restriction on any Independent Shareholders casting votes on the resolution numbered 1 at the SGM. As stated in the Circular, Mr. Guo and his associates (i.e. United Century, King Partner and Primary Partner), who held an aggregate of 3,386,905,895 Shares as at the date of the SGM, were required to, and did, abstain from voting on the resolution numbered 1 proposed at the SGM to approve the CB Amendment Deed and the transactions contemplated thereunder. Save for the above, none of the other Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the resolution numbered 1 at the SGM.

As at the date of the SGM, a total of 5,088,207,546 Shares were in issue, which was the total number of Shares entitling the Shareholders to attend and vote for or against the resolution numbered 2 proposed at the SGM. There is no restriction on any Shareholders casting votes on the resolution numbered 2 at the SGM.

The Company's branch share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer at the SGM for the purpose of vote-taking. Set out below are the poll results in respect of the resolutions proposed at the SGM:

Ordinary Resolution		No. of Shares voted (approximate percentage of total number of votes cast)	
		For	Against
1.	(a) To approve, confirm and/or ratify (as the case may be) the deed of amendment (the " <b>CB Amendment Deed</b> ") dated 30 January 2024 entered into between the Company and Primary Partner International Limited (" <b>Primary Partner</b> ") in relation to the proposed amendments to the terms and conditions of the convertible bonds in the principal amount of HK\$500 million issued by the Company to Primary Partner on 30 January 2019 (the " <b>Convertible Bonds</b> ") to give effect that (i) the principal amount of the Convertible Bonds shall be changed from HK\$500,000,000 to HK\$300,000,000; (ii) the maturity date shall be changed from 30 January 2024 to 30 January 2029; (iii) the interest rate shall be changed from 1% per annum to 2% per annum; (iv) a right shall be granted to Primary Partner to require the Company to redeem all of the outstanding Convertible Bonds; and (v) the conversion price of the Convertible Bonds shall be changed from HK\$0.412 to HK\$0.090 per conversion share (the " <b>Proposed CB Amendments</b> ") (a copy of which has been produced to the meeting marked "A" for the purpose of identification), and the transactions contemplated thereunder, and all other matters thereof and incidental thereto and in connection therewith;	1,048,607,345 (100%)	0 (0%)

Ordinary Resolution		No. of Shares voted (approximate percentage of total number of votes cast)	
		For	Against
<p>(b) to grant a specific mandate to the board of directors (the “<b>Directors</b>”) of the Company to allot and issue the conversion shares (the “<b>Conversion Shares</b>”) which may fall to be issued by the Company upon exercise of the conversion rights attached to the Convertible Bonds in accordance with the terms and conditions of the Conversion Bonds as amended by the CB Amendment Deed, subject to The Stock Exchange of Hong Kong Limited (the “<b>Stock Exchange</b>”) having approved the Proposed CB Amendments and conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the ordinary share(s) of HK\$0.01 each in the share capital of the Company which shall fall to be allotted and issued by the Company upon exercise of the conversion rights attached to the Convertible Bonds as amended and supplemented by the CB Amendment Deed; and</p>			
<p>(c) to authorise any one or more of the Directors for and on behalf of the Company to execute all such documents, agreements and do all such acts and things, as he/she may in his/her discretion consider necessary, expedient or desirable for the purpose of in connection with the implementation of or giving effect to the CB Amendment Deed and the transactions contemplated thereunder (including but not limited to the Proposed CB Amendments and the grant of the Specific Mandate) and the allotment and issue of the Conversion Shares, and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of the Directors, in the interests of the Company.</p>			

Special Resolution		No. of Shares voted (approximate percentage of total number of votes cast)	
		For	Against
2.	To approve the proposed amendments to the bye-laws of the Company and the proposed adoption of the second amended and restated bye-laws of the Company and to authorise any one director or officer of the Company to execute all such documents and do all such other acts and things to effect the same.	1,048,607,645 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of the resolution numbered 1 at the SGM, the resolution was duly passed as an ordinary resolution of the Company by way of poll.

As more than 75% of the votes were casted in favour of the resolution numbered 2 at the SGM, the resolution was duly passed as a special resolution of the Company by way of poll.

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

Hong Kong, 13 March 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.*