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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 CAPITAL REORGANISATION AND CHANGE IN BOARD LOT SIZE

PROPOSED CAPITAL REORGANISATION

The Board proposes to implement the Capital Reorganisation which will involve the Share Consolidation, the Capital Reduction and the Share Subdivision.

(1) Share Consolidation

The Board proposes to implement the Share Consolidation on the basis that:

- (i) every two hundred (200) issued and unissued Existing Shares of par value of HK\$0.01 each will be consolidated into one (1) Consolidated Share of par value of HK\$2.00 each; and
- (ii) every two hundred (200) issued and unissued Existing Preference Shares of par value of HK\$0.01 each will be consolidated into one (1) Consolidated Preference Share of par value of HK\$2.00 each.

As at the date of this announcement, the authorised share capital of the Company is HK\$2,006,020,000, comprising of (a) HK\$2,000,000,000 divided into 200,000,000,000 Existing Shares of par value of HK\$0.01 each, of which 5,088,207,546 Existing Shares have been issued and are fully paid or credited as fully paid; and (b) HK\$6,020,000 divided into 602,000,000 Existing Preference Shares of par value of HK\$0.01 each, of which no Existing Preference Shares have been issued.

Immediately upon the Share Consolidation becoming effective, and assuming that no further Existing Shares or Existing Preference Shares will be allotted, issued or repurchased from the date of this announcement up to and including the effective date of the Share Consolidation, the authorised share capital of the Company shall remain at HK\$2,006,020,000 comprising of (a) HK\$2,000,000,000 divided into 1,000,000,000 Consolidated Shares of par value of HK\$2.00 each, of which 25,441,037 Consolidated Shares of par value of HK\$2.00 will be in issue and fully paid or credited as fully paid; and (b) HK\$6,020,000 divided into 3,010,000 Consolidated Preference Shares of par value of HK\$2.00 each, of which no Consolidated Preference Shares have been issued.

Upon the Share Consolidation becoming effective, The Consolidated Shares shall rank *pari passu* in all respects with each other and the Consolidated Preference Shares shall rank *pari passu* in all respects with each other.

(2) Capital Reduction

Immediately upon the Share Consolidation becoming effective, the Capital Reduction will involve a reduction of the par value of each issued Consolidated Share and Consolidated Preference Share from HK\$2.00 to HK\$0.001 by (a) eliminating any fraction of a Consolidated Share and Consolidated Preference Share in the issued share capital of the Company arising from the Share Consolidation in order to round down the total number of the Consolidated Shares and the Consolidated Preference Share to a whole number; and (b) cancelling HK\$1.999 of the paid-up capital of the Company on each issued Consolidated Share and Consolidated Preference Share, such that the par value of each issued New Consolidated Share and New Consolidated Preference Share will be reduced from HK\$2.00 to HK\$0.001 immediately following the Capital Reduction, and the credit arising from the Capital Reduction will be transferred to the contributed surplus account of the Company within the meaning of the Companies Act.

(3) Share Subdivision

Immediately following the Share Consolidation and the Capital Reduction becoming effective, (a) each authorised but unissued Consolidated Share of par value of HK\$2.00 each (including unissued Consolidated Shares resulting from the Capital Reduction) will be subdivided into two thousand (2,000) authorised but unissued New Consolidated Shares of par value of HK\$0.001 each; and (b) each authorised but unissued Consolidated Preference Share of par value of HK\$2.00 each (including unissued Consolidated Preference Shares resulting from the Capital Reduction) will be subdivided into two thousand (2,000) authorised but unissued New Consolidated Preference Shares of par value of HK\$0.001 each.

The Capital Reorganisation is conditional upon fulfilment of the conditions as set out in the section headed “Conditions of the Capital Reorganisation” in this announcement.

PROPOSED CHANGE IN BOARD LOT SIZE

As at the date of this announcement, the Existing Shares are traded on the Stock Exchange in the existing board lots of 6,000 Existing Shares. The Board proposes to change the board lot size of trading on the Stock Exchange to 2,000 New Consolidated Shares conditional upon the Capital Reorganisation becoming effective.

Based on the closing price of HK\$0.012 per Existing Share (equivalent to the theoretical price of HK\$2.4 per New Consolidated Share) as quoted on the Stock Exchange as at the date of this announcement, (i) the value of each board lot of 6,000 Existing Shares is HK\$72; and (ii) the value of each new board lot of 2,000 New Consolidated Shares, assuming the Capital Reorganisation had already been effective, would be HK\$4,800.

GENERAL

It is proposed that the special resolution in respect of the Capital Reorganisation would be approved at the AGM. A circular containing, among other matters, further details of the Capital Reorganisation and a notice convening the AGM for the purpose of considering and, if thought fit, passing the necessary resolutions for approval of, among other matters, the Capital Reorganisation and transactions contemplated thereunder, will be despatched to the Shareholders on or before Wednesday, 9 September 2026.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder has a material interest in the Capital Reorganisation and no Shareholder will be required to abstain from voting on the necessary resolutions in relation to the Capital Reorganisation at the AGM.

The Shareholders and potential investors of the Company should note that the Capital Reorganisation is conditional upon the fulfilment of the conditions as set out in the section headed "Conditions of the Capital Reorganisation" in this announcement and the Change in Board Lot Size is conditional upon the Capital Reorganisation becoming effective. Accordingly, the Capital Reorganisation and the Change in Board Lot Size may or may not proceed. The Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. If they are in any doubt, they should consult their professional advisers.

PROPOSED CAPITAL REORGANISATION

The Board proposes to implement the Capital Reorganisation which will involve the Share Consolidation, the Capital Reduction and the Share Subdivision.

(i) Share Consolidation

The Board proposes to implement the Share Consolidation on the basis that:

- (i) every two hundred (200) issued and unissued Existing Shares of par value of HK\$0.01 each will be consolidated into one (1) Consolidated Share of par value of HK\$2.00 each; and
- (ii) every two hundred (200) issued and unissued Existing Preference Shares of par value of HK\$0.01 each will be consolidated into one (1) Consolidated Preference Share of par value of HK\$2.00 each.

Effect of the Share Consolidation

As at the date of this announcement, the authorised share capital of the Company is HK\$2,006,020,000, comprising of (a) HK\$2,000,000,000 divided into 200,000,000,000 Existing Shares of par value of HK\$0.01 each, of which 5,088,207,546 Existing Shares have been issued and are fully paid or credited as fully paid; and (b) HK\$6,020,000 divided into 602,000,000 Existing Preference Shares of par value of HK\$0.01 each, of which no Existing Preference Shares have been issued.

Immediately upon the Share Consolidation becoming effective, and assuming that no further Existing Shares or Existing Preference Shares will be allotted, issued or repurchased from the date of this announcement up to and including the effective date of the Share Consolidation, the authorised share capital of the Company shall remain at HK\$2,006,020,000 comprising of (a) HK\$2,000,000,000 divided into 1,000,000,000 Consolidated Shares of par value of HK\$2.00 each, of which 25,441,037 Consolidated Shares of par value of HK\$2.00 will be in issue and fully paid or credited as fully paid; and (b) HK\$6,020,000 divided into 3,010,000 Consolidated Preference Shares of par value of HK\$2.00 each, of which no Consolidated Preference Shares have been issued.

Upon the Share Consolidation becoming effective, The Consolidated Shares shall rank *pari passu* in all respects with each other and the Consolidated Preference Shares shall rank *pari passu* in all respects with each other.

(ii) Capital Reduction

Immediately upon the Share Consolidation becoming effective, the Capital Reduction will involve a reduction of the par value of each issued Consolidated Share and Consolidated Preference Share from HK\$2.00 to HK\$0.001 by (a) eliminating any fraction of a Consolidated Share and Consolidated Preference Share in the issued share capital of the Company arising from the Share Consolidation in order to round down the total number of the Consolidated Shares and the Consolidated Preference Share to a whole number; and (b) cancelling HK\$1.999 of the paid-up capital of the Company on each issued Consolidated Share and Consolidated Preference Share, such that the par value of each issued New Consolidated Share and New Consolidated Preference Share will be reduced from HK\$2.00 to HK\$0.001 immediately following the Capital Reduction, and the credit arising from the Capital Reduction will be transferred to the contributed surplus account of the Company within the meaning of the Companies Act.

(iii) Share Subdivision

Immediately following the Share Consolidation and the Capital Reduction becoming effective, (a) each authorised but unissued Consolidated Share of par value of HK\$2.00 each (including unissued Consolidated Shares resulting from the Capital Reduction) will be subdivided into two thousand (2,000) authorised but unissued New Consolidated Shares of par value of HK\$0.001 each; and (b) each authorised but unissued Consolidated Preference Share of par value of HK\$2.00 each (including unissued Consolidated Preference Shares resulting from the Capital Reduction) will be subdivided into two thousand (2,000) authorised but unissued New Consolidated Preference Shares of par value of HK\$0.001 each.

Conditions of the Capital Reorganisation

The implementation of the Capital Reorganisation is conditional upon:

- (i) the passing of necessary resolutions by the Shareholders at the AGM to approve the Capital Reorganisation and transactions contemplated thereunder;
- (ii) the Listing Committee of the Stock Exchange granting the approval for listing of, and permission to deal in, the New Consolidated Shares in issue and to be issued upon the Capital Reorganisation becoming effective;
- (iii) the compliance with the relevant procedures and requirements under the Companies Act and applicable laws of Bermuda to effect the Capital Reorganisation, which includes the Directors being satisfied that on the date the Capital Reorganisation is to take effect, there are no reasonable grounds for believing that the Company is, or after the Capital Reorganisation would be, unable to pay its liabilities as they become due;
- (iv) the compliance with the relevant procedures and requirements under the Listing Rules to effect the Capital Reorganisation; and

- (v) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Capital Reorganisation.

Subject to the fulfilment of the conditions of the Capital Reorganisation, the effective date of the Capital Reorganisation is expected to be on Tuesday, 6 October 2026.

As at the date of this announcement, none of the conditions above had been fulfilled.

Listing Application

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the New Consolidated Shares in issue and to be issued upon the Capital Reorganisation becoming effective and the New Consolidated Shares falling to be issued upon the exercise of the conversion rights attaching to the New Consolidated Preference Shares.

Subject to the granting of the approval of listing of, and permission to deal in, the New Consolidated Shares on the Stock Exchange upon the Capital Reorganisation becoming effective, as well as compliance with the stock admission requirements of HKSCC, the New Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the New Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second (2nd) settlement day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time. All necessary arrangements will be made for the New Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Capital Reorganisation becomes effective, the New Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

Effects of the Capital Reorganisation

As at the date of this announcement, the authorised share capital of the Company is HK\$2,006,020,000, comprising of (a) HK\$2,000,000,000 divided into 200,000,000,000 Existing Shares of par value of HK\$0.01 each, of which 5,088,207,546 Existing Shares have been issued and are fully paid or credited as fully paid; and (b) HK\$6,020,000 divided into 602,000,000 Existing Preference Shares of par value of HK\$0.01 each, of which no Existing Preference Shares have been issued.

Assuming that no further Shares are allotted, issued or repurchased from the date of this announcement up to and including the effective date of the Capital Reorganisation, immediately after the Capital Reorganisation becoming effective, the authorised share capital of the Company shall remain at HK\$2,006,020,000 comprising of (a) HK\$2,000,000,000 divided into 1,000,000,000 Consolidated Shares of par value of HK\$2.00 each, of which 25,441,037 Consolidated Shares of par value of HK\$2.00 will be in issue and fully paid or credited as fully paid; and (b) HK\$6,020,000 divided into 3,010,000 Consolidated Preference Shares of par value of HK\$2.00 each, of which no Consolidated Preference Shares have been issued.

Assuming there will be no change in the issued share capital of the Company from the date of this announcement up to and including the date on which the Capital Reorganisation becomes effective, the share capital structure of the Company will be as summarised below:

	As at the date of this announcement	Immediately after the Share Consolidation becoming effective but prior to the Capital Reduction and Share Subdivision becoming effective	Immediately after the Capital Reorganisation becoming effective
Par value	HK\$0.01 per Existing Share and per Existing Preference Share	HK\$2.00 per Consolidated Share and per Consolidated Preference Share	HK\$0.001 per New Consolidated Share and per New Consolidated Preference Share
Authorised share capital			
Amount of authorised share capital	HK\$2,006,020,000	HK\$2,006,020,000	HK\$2,006,020,000
Number of authorised shares	200,000,000,000 Existing Shares and 602,000,000 Existing Preference Shares	1,000,000,000 Consolidated Shares and 3,010,000 Consolidated Preference Shares	2,000,000,000 New Consolidated Shares and 6,020,000,000 New Consolidated Preference Shares
Issued share capital			
Amount of issued share capital	HK\$50,882,075.46	HK\$50,882,074.00	HK\$25,441.037
Number of issued shares	5,088,207,546 Existing Shares	25,441,037 Consolidated Shares	25,441,037 New Consolidated Shares

As at the date of this announcement, 5,088,207,546 Existing Shares have been issued and are fully paid or credited as fully paid and no Existing Preference Shares have been issued. Immediately upon the Capital Reorganisation becoming effective, the Company's existing issued share capital of HK\$50,882,075.46 will be reduced by HK\$50,856,634.423.

A credit will arise as a result of the Capital Reduction. It is proposed that the credit arising in the accounts of the Company from the Capital Reduction will be transferred to the contributed surplus account of the Company within the meaning of the Companies Act, which will be used by the Board in any manner as the Board may deem fit as may be permitted under the applicable laws and the Bye-laws.

As at the date of this announcement, the Company does not have in issue any other derivatives, options, warrants, other securities or conversion rights or other similar rights which are convertible or exchangeable into any Existing Shares or Consolidated Shares or New Consolidated Shares.

Status of the New Consolidated Shares and New Consolidated Preference Shares

Upon the Capital Reorganisation becoming effective, all New Consolidated Shares will be identical in all respects and rank pari passu in all respects with each other, and all New Consolidated Preference Shares will be identical in all respects and rank pari passu in all respects with each other.

Free exchange of share certificate(s) for the New Consolidated Shares

Subject to the Capital Reorganisation becoming effective, which is expected to be on Tuesday, 6 October 2026, the Shareholders may, during the period from Tuesday, 6 October 2026 to Thursday, 12 November 2026 (both dates inclusive), submit their existing share certificate(s) for the Existing Shares in blue colour to the Registrar, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, during business hours to exchange for new share certificate(s) for the New Consolidated Shares in yellow colour at the expense of the Company. Thereafter, share certificate(s) for the Existing Shares will be accepted for exchange only upon payment of a fee of HK\$2.50 (or such other amount as may be specified by the Stock Exchange from time to time) for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the New Consolidated Shares, whichever the number of certificate(s) cancelled or issued is higher. The existing share certificate(s) will only be valid for delivery, trading, settlement and registration purposes for the period up to 4:10 p.m. on Tuesday, 10 November 2026 and thereafter will not be accepted for delivery, trading, settlement and registration purposes. However, the existing share certificate(s) will continue to be good evidence of title to the New Consolidated Shares on the basis of every two hundred (200) Existing Shares for one (1) New Consolidated Share. The new share certificate(s) for the New Consolidated Shares will be issued in yellow colour in order to distinguish them from the share certificate(s) for the Existing Shares which are in blue colour.

Fraction entitlement to the New Consolidated Shares

Fractional New Consolidated Shares arising from the Capital Reorganisation, if any, will be disregarded and will not be issued to the Shareholders but all such fractional New Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company.

The Shareholders concerned about losing out on any fractional entitlement are recommended to consult their professional advisers and may consider the possibility of buying or selling the Existing Shares in a number sufficient to make up an entitlement to receive a whole number of the New Consolidated Shares.

Odd lot trading arrangements and matching services

In order to facilitate the trading of odd lots (if any) of the New Consolidated Shares arising from the Capital Reorganisation, the Company has appointed AFG Securities Limited as its designated broker to provide matching services, on a best efforts basis, regarding the sale and purchase of odd lots of New Consolidated Shares from 9:00 a.m. on Wednesday, 21 October 2026 to 4:00 p.m. on Tuesday, 10 November 2026 (both days inclusive). Shareholders who wish to acquire odd lots of the New Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the New Consolidated Shares, should contact AFG Securities Limited at Room B, 17/F., Fortune House, 61 Connaught Road Central, Central, Hong Kong (telephone number: (852) 3577 8632) during the office hours of such period.

Holders of odd lots of the New Consolidated Shares should note that successful matching of the sale and purchase of odd lots of the New Consolidated Shares is not guaranteed. Any Shareholder, who is in any doubt about the odd lot matching arrangement, is recommended to consult his/her/its own professional advisers.

Shareholders or potential investors should note that (i) odd lots arrangements do not guarantee successful matching of all odd lots at the relevant market price; and (ii) odd lots might be sold below the market price in the market.

PROPOSED CHANGE IN BOARD LOT SIZE

As at the date of this announcement, the Existing Shares are traded on the Stock Exchange in the existing board lots of 6,000 Existing Shares. The Board proposes to change the board lot size of trading on the Stock Exchange to 2,000 New Consolidated Shares conditional upon the Capital Reorganisation becoming effective.

Based on the closing price of HK\$0.012 per Existing Share (equivalent to the theoretical price of HK\$2.4 per New Consolidated Share) as quoted on the Stock Exchange as at the date of this announcement, (i) the value of each board lot of 6,000 Existing Shares is HK\$72; and (ii) the value of each new board lot of 2,000 New Consolidated Shares, assuming the Capital Reorganisation had already been effective, would be HK\$4,800.

The Change in Board Lot Size is conditional upon the Capital Reorganisation becoming effective.

The Change in Board Lot Size will not result in change in the relative rights of the Shareholders.

REASONS FOR THE CAPITAL REORGANISATION AND THE CHANGE IN BOARD LOT SIZE

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the Existing Shares approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change its trading method or to proceed with a consolidation or splitting of its securities. The “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and last updated in June 2026 (the “**Guide**”) has further stated that (i) any trading price less than HK\$0.10 will be considered as trading at extremities as referred to under Rule 13.64 of the Listing Rules; (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK\$1,000; and (iii) an issuer shall adopt one of the eight standardised board lot units, being 1, 50, 100, 500, 1,000, 2,000, 5,000 and 10,000 shares. On this basis, the Board considers that it is appropriate to implement the Capital Reorganisation and the Change in Board Lot Size.

The Company has been constantly monitoring the trading prices of the Existing Shares. As disclosed above, at as the date of this announcement, the closing price of the Existing Shares as quoted on the Stock Exchange is below HK\$0.10 and the existing board lot value is less than HK\$1,000. Upon the Capital Reorganisation becoming effective, the Share price would be adjusted to HK\$2.4 per New Consolidated Share (based on the closing price of HK\$0.012 per Existing Share as at the date of this announcement), and with a board lot size of 2,000 New Consolidated Shares, the new board lot value would be HK\$4,800. The Capital Reorganisation and the Change in Board Lot Size would enable the share price of the Company and the value of the board lot to comply with the trading requirements under the Listing Rules. Furthermore, the Change in Board Lot Size from 6,000 Existing Shares, which is not one of the eight standardised board lot units, to 2,000 New Consolidated Shares, would enable the Company to comply with the standardised board lot unit requirements under the Listing Rules.

The Board also considers that the Capital Reorganisation and the Change in Board Lot Size are expected to bring about a corresponding upward adjustment in the trading price per new board lot of the New Consolidated Shares. In addition, the Capital Reorganisation and the Change in Board Lot Size would reduce the overall transaction and handling costs of dealings in the New Consolidated Shares as a proportion of the market value of each board lot, since most of the banks or securities houses will charge a minimum transaction cost for each securities trade. It is expected that the Capital Reorganisation would maintain the trading amount for each board lot at a reasonable level and attract a broader range of investors of the Company and thus further broaden the Shareholders’ base, including institutional investors whose house rules might otherwise prohibit or restrict trading in securities that are priced below a prescribed floor. It is also expected that the liquidity in trading of the New Consolidated Shares will increase accordingly.

Under the Companies Act, the Company may not issue Shares at a discount to the par value of such Shares. Immediately after completion of the Share Consolidation but before implementation of the Capital Reduction and Share Subdivision, the par value of the Consolidated Shares will be HK\$2.00 per Consolidated Share. The Capital Reorganisation will keep the par value of the New Consolidated Shares at a lower level of HK\$0.001 per New Consolidated Share, which allows greater flexibility in the pricing for any issue of new Shares in the future. In addition, the credit arising from the Capital Reorganisation will be transferred to the contributed surplus account of the Company within the meaning of the Companies Act, thus enabling the Shareholders and potential investors of the Company to have a better appreciation of the financial position of the Company.

Other than the relevant expenses, including but not limited to professional fees and printing charges to be incurred in relation to the Capital Reorganisation, the implementation of the Capital Reorganisation will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders. The Board believes that the Capital Reorganisation will not have any material adverse effect on the financial position of the Company and that on the date the Capital Reorganisation to be effected, there are no reasonable grounds for believing that the Company is, or after the Capital Reorganisation would be, unable to pay its liabilities as they become due. The Capital Reorganisation will not involve any diminution of any liability in respect of any unpaid capital of the Company or the repayment to the Shareholders of any unpaid capital of the Company nor will it result in any change in the relative rights of the Shareholders.

In view of the above reasons, the Board considers that the Capital Reorganisation and the Change in Board Lot Size are justifiable. Accordingly, the Board is of the view that the Capital Reorganisation and the Change in Board Lot Size are beneficial to and in the interests of the Company and the Shareholders as a whole.

As at the date of this announcement, the Company has no plan or intention to carry out any equity and/or other corporate actions which may have an effect of undermining or negating the intended purpose of the Capital Reorganisation and the Change in Board Lot Size in the next twelve (12) months. However, the Board cannot rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable fund-raising opportunities arise in order to support future development of the Group. The Company will make further announcement(s) in this regard in accordance with the Listing Rules as and when appropriate.

EXPECTED TIMETABLE

The expected timetable for the implementation of the Capital Reorganisation and the Change in Board Lot Size is as follows:

Event(s)	Time and date 2026
Expected date of despatch of circular in relation to the Capital Reorganisation and the Change in Board Lot Size together with the notice of the AGM and form of proxy	on or before Wednesday, 9 September
Latest time for lodging transfers of shares in order to qualify for attendance and voting at the AGM	4:30 p.m. on Friday, 25 September
Closure of register of members of the Company for determining the entitlement to attend and vote at the AGM	Monday, 28 September to Friday, 2 October (both days inclusive)
Latest date and time for lodging forms of proxy for the AGM	4:00 p.m. on Wednesday, 30 September
Record date for attendance and voting at the AGM.	Friday, 2 October
Expected date and time for attendance and voting at the AGM.	4:00 p.m. on Friday, 2 October
Publication of announcement of poll results of the AGM	Friday, 2 October
Register of members of the Company re-opens.	Monday, 5 October

Event(s)**Time and date
2026**

The following events are conditional on the fulfilment of the conditions for the implementation of the Capital Reorganisation and therefore the dates are tentative:

Expected effective date of the Capital Reorganisation Tuesday, 6 October

First day of free exchange of existing share certificates of
the Existing Shares for new share certificates of
the New Consolidated Shares Tuesday, 6 October

Dealing in the New Consolidated Shares commences 9:00 a.m. on
Tuesday, 6 October

Original counter for trading in the Existing Shares in
board lot size of 6,000 Existing Shares
(in the form of existing share certificate(s) in
blue colour) temporarily closes 9:00 a.m. on
Tuesday, 6 October

Temporary counter for trading in the New Consolidated
Shares in board lots of 30 New Consolidated Shares
(in the form of existing share certificate(s) in
blue colour) opens. 9:00 a.m. on
Tuesday, 6 October

Expected effective date of the Change in Board Lot Size Wednesday, 21 October

Original counter for trading in the New Consolidated
Shares in new board lot size of 2,000 New Consolidated
Shares (in the form of new share certificate(s) in
yellow colour) re-opens. 9:00 a.m. on
Wednesday, 21 October

Parallel trading in the New Consolidated Shares
(in the form of new share certificate(s) in
yellow colour and existing share certificate(s) in
blue colour) commences 9:00 a.m. on
Wednesday, 21 October

Event(s)	Time and date 2026
Designated broker starts to stand in the market to provide matching services for odd lots of the New Consolidated Shares	9:00 a.m. on Wednesday, 21 October
Designated broker ceases to stand in the market to provide matching services for odd lots of the New Consolidated Shares	4:00 p.m. on Tuesday, 10 November
Temporary counter for trading in the New Consolidated Shares in board lot size of 30 New Consolidated Shares (in the form of existing share certificate(s) in blue colour) closes	4:10 p.m. on Tuesday, 10 November
Parallel trading in the New Consolidated Shares (in the form of new share certificate(s) in yellow colour for the New Consolidated Shares and existing share certificates) ends.	4:10 p.m. on Tuesday, 10 November
Last day for free exchange of existing share certificates for new share certificates for the New Consolidated Shares	Thursday, 12 November
All times and dates specified in the timetable above refer to Hong Kong times and dates.	
The timetable is indicative only and may be extended or varied. Any change to the expected timetable above will be announced by the Company as and when appropriate.	

GENERAL

It is proposed that the special resolution in respect of the Capital Reorganisation would be approved at the AGM. A circular containing, among other matters, further details of the Capital Reorganisation and a notice convening the AGM for the purpose of considering and, if thought fit, passing the necessary resolutions for approval of, among other matters, approve the Capital Reorganisation and transactions contemplated thereunder, will be despatched to the Shareholders on or before Wednesday, 9 September 2026.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder has a material interest in the Capital Reorganisation and no Shareholder will be required to abstain from voting on the necessary resolutions in relation to the Capital Reorganisation at the AGM.

The Shareholders and potential investors of the Company should note that the Capital Reorganisation is conditional upon the fulfilment of the conditions as set out in the section headed "Conditions of the Capital Reorganisation" in this announcement and the Change in Board Lot Size is conditional upon the Capital Reorganisation becoming effective. Accordingly, the Capital Reorganisation and the Change in Board Lot Size may or may not proceed. The Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. If they are in any doubt, they should consult their professional advisers.

DEFINITIONS

In this announcement, unless the context otherwise requires, capitalized terms used shall have the following meanings:

"AGM"	the annual general meeting of the Company to be convened by the Company for the purposes of considering and, if thought fit, approving, among other matters, the Capital Reorganisation and related matters
"Board"	the board of Directors
"Business Day(s)"	any day on which the Stock Exchange is open for the business of dealing in securities
"Bye-laws"	the bye-laws for the time being adopted by the Company and as amended from time to time
"Capital Reduction"	the proposed reduction in the issued share capital of the Company as detailed in the section headed "Capital Reduction" of this announcement
"Capital Reorganisation"	collectively, the Share Consolidation, the Capital Reduction and the Share Subdivision
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"Change in Board Lot Size"	the proposed change in board lot size for trading on the Stock Exchange from 6,000 Existing Shares to 2,000 New Consolidated Shares conditional upon the Capital Reorganisation becoming effective

“Companies Act”	the Companies Act 1981 of Bermuda
“Company”	China Sandi Holdings Limited (中國三迪控股有限公司), a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Consolidated Preference Share(s)”	convertible preference share(s) of par value of HK\$2.00 each in the share capital of the Company immediately after the Share Consolidation becoming effective but prior to the Capital Reduction and the Share Subdivision
“Consolidated Share(s)”	ordinary share(s) of par value of HK\$2.00 each in the share capital of the Company immediately after the Share Consolidation becoming effective but prior to the Capital Reduction and the Share Subdivision
“Director(s)”	the director(s) of the Company
“Existing Preference Share(s)”	convertible preference share(s) of par value of HK\$0.01 each in the share capital of the Company prior to the Capital Reorganisation becoming effective
“Existing Share(s)”	ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company prior to the Capital Reorganisation becoming effective
“General Rules of HKSCC”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures
“Group”	the Company together with its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as amended from time to time
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

“Listing Committee”	has the meaning ascribed to such term in the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Consolidated Preference Share(s)”	convertible preference share(s) of par value of HK\$0.001 each in the share capital of the Company upon the Capital Reorganisation becoming effective
“New Consolidated Share(s)”	ordinary share(s) of par value of HK\$0.001 each in the share capital of the Company upon the Capital Reorganisation becoming effective
“Registrar”	the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Share Consolidation”	the proposed consolidation of (i) every two hundred (200) issued and unissued Existing Shares of par value of HK\$0.01 each will be consolidated into one (1) Consolidated Share of HK\$2.00 each; and (ii) every two hundred (200) issued and unissued Existing Preference Shares of par value of HK\$0.01 each will be consolidated into one (1) Consolidated Preference Share of par value of HK\$2.00 each
“Shareholder(s)”	holder(s) of the Existing Share(s) and/or the Existing Preference Share(s), or the Consolidated Share(s) and/or the Consolidated Preference Share(s), or the New Consolidated Share(s) and/or New Consolidated Preference Share(s) (as the case may be)
“Share(s)”	the Existing Share(s) and/or the Existing Preference Share(s), or as the context may require, the Consolidated Share(s) and/or the Consolidated Preference Share(s), or the New Consolidated Share(s) and/or New Consolidated Preference Share(s)
“Share Subdivision”	the proposed subdivision of (i) each authorised but unissued Consolidated Share into two thousand (2,000) authorised and unissued New Consolidated Shares; and (ii) each authorised but unissued Consolidated Preference Share into two thousand (2,000) authorised and unissued New Consolidated Preference Shares

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

“%”

per cent.

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

Hong Kong, 17 August 2026

As at the date of this announcement, the Board comprises Mr. Guo Jiadi, Mr. Wang Chao and Dr. Poon Wai Kong, being the executive Directors; Ms. Amika Lan E Guo, being the non-executive Director; Mr. Liao Yiyi, Ms. Yu Huaxiu and Ms. Zhang Jianchan, being the independent non-executive Directors.