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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)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “AGM”) of China Sandi Holdings Limited (the “Company”) will be held at Room 907-908, 9th Floor, Far East Consortium Building, 121 Des Voeux Road Central, Central, Hong Kong on Friday, 2 October 2026 at 4:00 p.m. for considering and, if thought fit, passing, with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. as special business, to resolve, ratify and confirm the AGM as the annual general meeting of the Company for the year ended 31 December 2024;
2. to receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “Director(s)”) and auditor of the Company for the year ended 31 December 2024;
3. to receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and auditor of the Company for the year ended 31 December 2025;
4.
 - (a) to re-elect Mr. Guo Jiadi as an executive Director;
 - (b) to re-elect Mr. Wang Chao as an executive Director;
 - (c) to re-elect Dr. Poon Wai Kong as an executive Director;
 - (d) to re-elect Mr. Liao Yiyi as an independent non-executive Director;

- (e) to re-elect Ms. Yu Huaxiu as an independent non-executive Director;
 - (f) to re-elect Ms. Zhang Jianchan as an independent non-executive Director; and
 - (g) to authorise the board of Directors to fix the Directors' remuneration;
5. to re-appoint CCTH CPA Limited as auditor of the Company and to authorise the board of Directors to fix their remuneration;

and, as special business, consider and, if thought fit, pass the following resolutions as ordinary resolutions:

6. **“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules (the **“Listing Rules”**) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional ordinary shares in the capital of the Company (the **“Shares”**), or securities convertible into Shares, or options, warrants, or similar rights to subscribe for any Shares, or to resell Treasury Shares (if permitted under the Listing Rules) and to make or grant offers, agreements and options which would or might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option schemes of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company (the **“Bye-laws”**) in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (aa) 20 per cent. of the aggregate number of Shares in issue (excluding Treasury Shares) as at the date of the passing of this resolution; and

(bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate number of the Shares in issue (excluding Treasury Shares) as at the date of the passing of this resolution);

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act 1981 of Bermuda (the **“Companies Act”**) or any other applicable law of Bermuda to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“Rights Issue” means an offer of Shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares of the Company whose name appear on the register of members of the Company on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”;

7. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its Shares on the Stock Exchange or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose (the **“Recognised Stock Exchange”**), subject to and in accordance with all applicable laws and requirements of the Listing Rules or that of the other Recognised Stock Exchange, be and the same is hereby generally and unconditionally approved;

- (b) the aggregate number of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate number of the issued Shares (excluding Treasury Shares) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company, the Companies Act or any other applicable law of Bermuda to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

8. “**THAT:**

subject to the passing of resolution nos. 6 and 7 above, the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue and deal with unissued Shares pursuant to resolution no. 6 above be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares repurchased by the Company subsequent to the passing of this resolution, provided that such amount shall not exceed 10 per cent. of the aggregate number of Shares in issue (excluding Treasury Shares) as at the date of the passing of this resolution”;

SPECIAL RESOLUTION

and to consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

9. “**THAT:**

subject to the satisfaction of all conditions set out in the letter from the Board under the paragraph headed “Conditions of the Capital Reorganisation” in the circular dated 9 September 2026, with effect from Tuesday, 6 October 2026 (the “**Effective Date**”) or when the conditions are fulfilled (whichever is later):

- (a) every two hundred (200) issued and unissued existing shares of the Company of par value of HK\$0.01 each be consolidated into one (1) consolidated share of the Company of par value of HK\$2.00 each (the “**Consolidated Share(s)**”), and every two hundred (200) issued and

unissued existing preference shares of the Company of par value of HK\$0.01 each be consolidated into one (1) consolidated preference share of the Company (the “**Consolidated Preference Share(s)**”) of par value of HK\$2.00 each (the “**Share Consolidation**”);

- (b) immediately following the Share Consolidation becoming effective, the issued share capital of the Company be reduced from HK\$50,882,075.46 by HK\$50,856,634.423 to HK\$25,441.037, as a result of which the par value of each issued Consolidated Share and each issued Consolidated Preference Share shall be reduced from HK\$2.00 to HK\$0.001 by:
 - (i) 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 Shares to a whole number; and
 - (ii) cancelling HK\$1.999 of the paid-up capital of the Company (the “**Capital Reduction**”) on each Consolidated Share (the “**New Consolidated Share(s)**”) and Consolidated Preference Share (the “**New Consolidated Preference Share(s)**”);;
- (c) immediately following the Share Consolidation and the Capital Reduction becoming effective, each authorised but unissued Consolidated Share of par value of HK\$2.00 each (including unissued Consolidated Shares resulting from the Capital Reduction) be subdivided into two thousand (2,000) authorised but unissued New Consolidated Shares of par value of HK\$0.001 each and 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) be subdivided into two thousand (2,000) authorised but unissued New Consolidated Preference Shares of par value of HK\$0.001 each (the “**Share Subdivision**”), so that immediately following the Share Consolidation, the Capital Reduction and the Share Subdivision (collectively, the “**Capital Reorganisation**”), the authorised share capital of the Company shall remain at HK\$2,006,020,000 divided into 2,000,000,000 New Consolidated Shares and 6,020,000,000 New Consolidated Preference Shares, each with a par value of HK\$0.001, and the issued share capital of the Company shall be reduced by HK\$50,856,634.423 from HK\$50,882,075.46 divided into 5,088,207,546 Existing Shares to HK\$25,441.037 divided into 25,441,037 New Consolidated Shares;
- (d) subject to the restrictions as set out in the memorandum of association of the Company and the Bye-laws, the New Consolidated Shares be identical in all respects and rank *pari passu* in all respects with each other, and the New Consolidated Preference Shares be identical in all respects and rank *pari passu* in all respects with each other;
- (e) all fractional New Consolidated Shares be disregarded and not be issued to the shareholders of the Company and any fractions of the New Consolidated Shares be aggregated and, if possible, sold for the benefits of the Company and the net proceeds retained for the benefits of the Company;

- (f) the credit arising from the Capital Reduction be transferred to the contributed surplus account of the Company within the meaning of the Companies Act (the “**Contributed Surplus Account**”) and the amount standing to the credit of the Contributed Surplus Account be applied in any manner as may be permitted under the Bye-laws, the Companies Act and all applicable laws including, without limitation, eliminating or setting off the accumulated losses of the Company from time to time as the Directors consider appropriate without further authorisation from the shareholders of the Company; and
- (g) any one Director be and is hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under the common seal of the Company where applicable, and take any and all steps, and to do and/or procure to be done any and all acts and things as he or she may consider necessary, desirable or expedient to give effect to the Capital Reorganisation.”

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

Hong Kong, 9 September 2026

Registered office in Bermuda:
Richmond House
12 Par-la-Ville Road
Hamilton HM 08
Bermuda

Head office and principal place of business in Hong Kong:
Unit G, 1/F
Fook Moon Building
56-72 Third Street
Sai Ying Pun
Hong Kong

Notes:

1. Any shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and, subject to the provisions of the Bye-laws, vote in his stead. The proxy need not be a shareholder of the Company.
2. In order to be valid, the enclosed form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. The register of members of the Company will be temporarily closed from Monday, 28 September 2026 to Friday, 2 October 2026, both days inclusive, during which period no transfer of shares will be effected. The record date for determining Shareholders who are entitled to attend and vote at the Annual General Meeting is Friday, 2 October 2026. In order to qualify for the attendance at the Company's annual general meeting to be held on Friday, 2 October 2026, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 25 September 2026.

In the event that the meeting is adjourned to a date later than Friday, 2 October 2026 due to bad weather conditions or other reasons, the period of closure of the register of members of the Company for determination of Shareholders' entitlement to attend and vote at the above meeting will remain the same as stated above.

4. If a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted or extreme conditions caused by a super typhoon as announced by the Government of Hong Kong at any time between 8:00 a.m. to 10:00 a.m. on Friday, 2 October 2026, the meeting will be automatically postponed to a later date. When the date, time and location of the rescheduled meeting has been fixed, the Company will post a further announcement on the websites of the Stock Exchange and the Company to notify shareholders of the date, time and location of the rescheduled meeting.

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