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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)**

## **PLACING OF NEW SHARES UNDER GENERAL MANDATE**

**Placing Agent in respect of the Placing**

 **Simmax** Securities Ltd.  
**佳富達證券**

### **PLACING OF NEW SHARES UNDER GENERAL MANDATE**

The Board is pleased to announce that on 13 October 2026 (after the trading hours of the Stock Exchange), the Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Placing Agent has conditionally agreed, as agent of the Company, to procure on a best effort basis not less than six Placees who and whose ultimate beneficial owners shall be Independent Third Parties to subscribe for up to 5,088,000 Placing Shares at the Placing Price of HK\$1.38 per Placing Share.

The maximum of 5,088,000 Placing Shares represent (i) approximately 20.00% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 16.67% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares, assuming that there will be no changes in the issued share capital of the Company between the date of this announcement and the allotment and issue of the Placing Shares. The aggregate nominal value of the maximum of 5,088,000 Placing Shares is HK\$5,088 and the market value of the Placing Share is HK\$8,725,920, based on the closing price of HK\$1.715 per Share on the date of the Placing Agreement.

The Placing Shares will be allotted and issued pursuant to the General Mandate.

## **APPLICATION FOR LISTING OF THE PLACING SHARES**

Application(s) will be made by the Company to the Listing Committee for the listing of and permission to deal in the Placing Shares.

**As Completion is subject to the fulfilment of the conditions precedent and the Placing Agent not exercising its termination right under the Placing Agreement, the Placing may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.**

## **PLACING OF NEW SHARES UNDER GENERAL MANDATE**

The Board is pleased to announce that on 13 October 2026 (after the trading hours of the Stock Exchange), the Company entered into the Placing Agreement with the Placing Agent, pursuant to which the Placing Agent has conditionally agreed, as agent of the Company, to procure on a best effort basis not less than six Placees who and whose ultimate beneficial owners shall be Independent Third Parties to subscribe for up to 5,088,000 Placing Shares at the Placing Price of HK\$1.38 per Placing Share. Details of the Placing Agreement are set out below.

## **THE PLACING AGREEMENT**

The principal terms of the Placing Agreement are as follows:

### **Date**

13 October 2026

### **Parties**

- (i) the Company as the issuer; and
- (ii) Sinomax Securities Limited as the Placing Agent.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owners are Independent Third Parties. As at the date of this announcement, the Placing Agent is not interested in any Shares.

## **Placees**

The Placing Agent shall procure not less than six Placees, on a best effort basis, for the subscription of up to 5,088,000 Placing Shares at the Placing Price. The Placing Agent will use its reasonable endeavours to ensure that the Placees and its ultimate beneficial owners will be Independent Third Parties. Upon Completion, it is expected that none of the Placees will become a substantial Shareholder. If any of the Placees will become a substantial Shareholder after Completion, further announcement will be made by the Company.

## **Placing Commission**

Pursuant to the terms of the Placing Agreement, the Placing Agent will receive a placing commission of 3% of the amount which is equal to the Placing Price multiplied by the number of Placing Shares actually placed by the Placing Agent. The placing commission in respect of the Placing was negotiated on arm's length basis between the Company and the Placing Agent and was determined with reference to, among other things, the prevailing commission rate charged by other placing agents and the price performance of the Shares.

The Directors consider that the placing commission in respect of the Placing is fair and reasonable based on the current market conditions.

## **Number of Placing Shares**

The maximum of 5,088,000 Placing Shares represent (i) approximately 20.00 % of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 16.67% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares, assuming that there will be no change in the issued share capital of the Company between the date of this announcement and the allotment and issue of the Placing Shares.

The aggregate nominal value of the maximum of 5,088,000 Placing Shares is HK\$5,088 and the market value of the Placing Share is HK\$8,725,920, based on the closing price of HK\$1.715 per Share on the date of the Placing Agreement.

## **Placing Price**

The Placing Price is HK\$1.38 per Placing Share, and shall be settled in cash.

The Placing Price is HK\$1.38 per Share and represents:

- (i) a discount of approximately 19.5% to the closing price of HK\$1.715 per Share as quoted on the Stock Exchange on 13 October 2026, being the date of the Placing Agreement; and

- (ii) a discount of approximately 16.1% to the average closing price of approximately HK\$1.644 per Share as quoted on the Stock Exchange for the last five trading days immediately prior to the date of the Placing Agreement.

The net Placing Price (after deduction of all professional fees and related expenses), is estimated to be approximately HK\$1.317 per Placing Share.

The Placing Price was arrived at after arm's length negotiations between the Company and the Placing Agent with reference to, among other things, the prevailing market price of the Shares and the market conditions, and the funding needs and financial position of the Group. The Directors consider that the Placing Price and the terms of the Placing Agreement are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

### **Ranking of the Placing Shares**

The Placing Shares when allotted and issued, shall rank *pari passu* among themselves and with all Shares in issue on the date of such allotment and issue in all respects.

### **Conditions precedent**

Completion of the Placing is conditional upon the following conditions being fulfilled on or before the Long Stop Date:

- (a) the Listing Committee granting the approval for the listing of, and the permission to deal in, the Placing Shares;
- (b) all necessary consents and approvals to be obtained on the part of each of the Placing Agent and the Company in respect of the Placing Agreement and the transactions contemplated thereunder having been obtained; and
- (c) the obligations of the Placing Agent under the Placing Agreement not being terminated in accordance with the terms thereof.

In the event that any of the above conditions is not fulfilled on or before the Long Stop Date, all rights, obligations and liabilities of the parties to the Placing Agreement in relation to the Placing shall cease and terminate and neither of the parties shall have any claim against the other save for any antecedent breach under the Placing Agreement prior to such termination.

### **Completion of the Placing**

Completion of the Placing shall take place at or before 4:00 p.m. on the fifth Business Day following the day on which all the conditions set out in the Placing Agreement are satisfied (or such other date as may be agreed in writing between the parties to the Placing Agreement).

## **General Mandate to issue the Placing Shares**

The Placing Shares will be allotted and issued pursuant to the General Mandate. The maximum number of Shares that can be issued under the General Mandate is 5,088,207 Shares. As at the date of this announcement, no Shares have been allotted and issued under the General Mandate. The General Mandate is sufficient for the allotment and issue of all the Placing Shares. As such, the issue of the Placing Shares is not subject to further Shareholders' approval.

## **Termination**

The Placing Agent may terminate the Placing Agreement by notice in writing to the Company at any time prior to 10:00 a.m. on the date of Completion, in the reasonable opinion of the Placing Agent the success of the Placing would be materially and adversely affected by:

- (i) any material breach of any of the representations, warranties and undertakings of the Company set out in the Placing Agreement; or
- (ii) any of the following events:
  - a. the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) applicable to the Company which in the reasonable opinion of the Placing Agent shall materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole;
  - b. any change (whether or not permanent) in local, national or international monetary, economic, financial, political or military conditions which in the reasonable opinion of the Placing Agent shall materially and adversely affect the business or the financial or trading position or prospects of the Group;
  - c. any suspension in the trading of the Shares on the Stock Exchange for more than seven (7) consecutive trading days other than in relation to the Placing;
  - d. a change or development involving a prospective change in taxation in Hong Kong or Bermuda or the implementation of exchange controls which shall or might materially and adversely affect the Group (as a whole) or its present or prospective shareholders in their capacity as such.

In the event that notice is given by the Placing Agent pursuant to the above, all obligations of each of the parties under the Placing Agreement shall cease and terminate and no party shall have any claim against any other party in respect of any matter arising out of or in connection with the Placing Agreement except for any antecedent breach arising prior to such termination.

## **APPLICATION FOR LISTING OF THE PLACING SHARES**

Application(s) will be made by the Company to the Listing Committee for the listing of, and permission to deal in, the Placing Shares. Further announcement will be made by the Company upon Completion.

**As Completion is subject to the fulfilment of the conditions precedent and the Placing Agent not exercising its termination right under the Placing Agreement, the Placing may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.**

## **INFORMATION ON THE GROUP**

The Company is an investment holding company and its subsidiaries are principally engaged in property development, holding of property for investment and rental purpose in the PRC.

## **REASONS FOR AND BENEFITS OF THE PLACING**

The Company is an investment holding company and its subsidiaries are principally engaged in in property development, holding of property for investment and rental purpose in the PRC.

Taking into account of the financial performance of the Group, the Directors consider that the current condition represents an opportune moment for the Company to conduct the Placing in order to raise additional resources for strengthening the Group's financial position and enlarge the shareholders' base of the Company, which may in turn enhance the liquidity of the Shares, and provide working capital to the Group to meet any financial obligations of the Group without any interest burden, within a relatively shorter time frame and at lower costs when compared with other means of fundraising.

The Directors consider that the Placing Agreement is entered into upon normal commercial terms following arm's length negotiations between the Company and the Placing Agent and the terms of the Placing Agreement (including the Placing Price and the placing commission) are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

The gross proceeds and net proceeds to be raised from the Placing in cash in aggregate are expected to be approximately HK\$7.0 million and approximately HK\$6.7 million, respectively. The Board intends to apply the net proceeds in cash from the Placing for the general working capital of the Group, including but not limited to the payment of professional fees, staff salaries, official rental, utilities and other expenses.

## **FUND RAISING ACTIVITY BY THE COMPANY IN THE PAST TWELVE MONTHS**

The Company has not carried out any equity fund raising activities during the past 12 months immediately preceding the date of this announcement.

## CHANGES IN SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately upon Completion of the Placing, assuming that there are no changes in the issued share capital of the Company between the date of this announcement and the allotment and issue of the Placing Shares, for illustration purposes only:

| Shareholders                                     | As at the date of this announcement |                                  | Immediately upon Completion of the Placing |                                  |
|--------------------------------------------------|-------------------------------------|----------------------------------|--------------------------------------------|----------------------------------|
|                                                  | <i>Number of Shares</i>             | <i>Approx. % of shareholding</i> | <i>Number of Shares</i>                    | <i>Approx. % of shareholding</i> |
| United Century International Limited<br>(Note 1) | 12,905,274                          | 50.73                            | 12,905,274                                 | 42.27                            |
| King Partner Holdings Limited<br>(Note 1)        | 1,602,071                           | 6.30                             | 1,602,071                                  | 5.25                             |
| Placees                                          | —                                   | —                                | 5,088,000                                  | 16.67                            |
| Public Shareholders                              | <u>10,933,692</u>                   | <u>42.98</u>                     | <u>10,933,692</u>                          | <u>35.81</u>                     |
| <b>Total</b>                                     | <b><u>25,441,037</u></b>            | <b><u>100</u></b>                | <b><u>30,529,037</u></b>                   | <b><u>100</u></b>                |

### Notes:

1. United Century International Limited and King Partner Holdings Limited are companies incorporated in the British Virgin Islands with limited liability and are wholly-owned by Mr. Guo Jiadi, the chairman of the Board and an executive Director.
2. Due to rounding, the percentage figures shown above may not add up to the sub-total or total.

**As Completion is subject to the fulfilment of the conditions precedent and the Placing Agent not exercising its termination right under the Placing Agreement, the Placing may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.**

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

|              |                                                        |
|--------------|--------------------------------------------------------|
| “associates” | has the meaning as ascribed to it in the Listing Rules |
| “Board”      | the board of Directors                                 |

|                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|--------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Business Day”                 | any day (excluding a Saturday, Sunday or public holidays in Hong Kong) on which licensed banks are generally open for ordinary business in Hong Kong and the Stock Exchange is generally open for trading of securities in Hong Kong                                                                                                                                                                                                                                                                           |
| “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 (stock code: 910)                                                                                                                                                                                                                                                                                                                  |
| “Completion”                   | completion of the Placing in accordance with the Placing Agreement                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| “connected person(s)”          | has the meaning as ascribed to it in the Listing Rules                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| “Director(s)”                  | the director(s) of the Company                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| “General Mandate”              | the general mandate granted to the Directors by the Shareholders pursuant to an ordinary resolution of the Company passed at the annual general meeting of the Company held on 2 October 2026 to allot, issue and deal with new Shares not exceeding 20% of the aggregate number of the issued Shares (excluding treasury shares) as at the date of the passing of such resolution, pursuant to which a maximum of 5,088,207 new Shares may fall to be allotted and issued as at the date of this announcement |
| “Group”                        | the Company and its subsidiaries from time to time                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| “HK\$”                         | Hong Kong dollars, the lawful currency of Hong Kong                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| “Hong Kong”                    | the Hong Kong Special Administrative Region of the PRC                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| “Independent Third Party(ies)” | any person(s) or company(ies) and their respective ultimate beneficial owner(s) whom, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are third parties independent of the Company and the connected persons of the Company in accordance with the Listing Rules                                                                                                                                                                                         |
| “Listing Committee”            | the listing committee of the Stock Exchange                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| “Listing Rules”                | the Rules Governing the Listing of Securities on Stock Exchange, as amended, supplemented or otherwise modified from time to time                                                                                                                                                                                                                                                                                                                                                                              |
| “Long Stop Date”               | 2 November 2026 (or such other date as may be agreed in writing by the parties to the Placing Agreement)                                                                                                                                                                                                                                                                                                                                                                                                       |

|                     |                                                                                                                                                                                                                                                                                                                                                                                      |
|---------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Placees”           | any individuals, institutional and professional investors whom the Placing Agent or their agent have procured to subscribe for any of the Placing Shares pursuant to the Placing Agreement                                                                                                                                                                                           |
| “Placing”           | the placing of the Placing Shares, on a best effort basis, on the terms and subject to the condition of the Placing Agreement                                                                                                                                                                                                                                                        |
| “Placing Agent”     | Sinomax Securities Limited, a company incorporated in Hong Kong with limited liability and licensed by the SFC to carry on type 1 (dealing in securities), type 4 (advising on securities) and type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), being the placing agent under the Placing Agreement |
| “Placing Agreement” | the conditional placing agreement dated 13 October 2026 entered into between the Company and the Placing Agent in respect of the Placing                                                                                                                                                                                                                                             |
| “Placing Price”     | HK\$1.38 per Placing Share                                                                                                                                                                                                                                                                                                                                                           |
| “Placing Shares”    | a total of up to 5,088,000 new Shares to be placed pursuant to the Placing Agreement and to be issued under the General Mandate                                                                                                                                                                                                                                                      |
| “PRC”               | the People’s Republic of China                                                                                                                                                                                                                                                                                                                                                       |
| “SFC”               | the Securities and Futures Commission of Hong Kong                                                                                                                                                                                                                                                                                                                                   |
| “Share(s)”          | the ordinary share(s) of the Company with a par value of HK\$0.001 each in the share capital of the Company                                                                                                                                                                                                                                                                          |
| “Shareholder(s)”    | holder(s) of the issued Share(s)                                                                                                                                                                                                                                                                                                                                                     |
| “Stock Exchange”    | The Stock Exchange of Hong Kong Limited                                                                                                                                                                                                                                                                                                                                              |
| “subsidiary(ies)”   | has the meaning as ascribed to it under the Listing Rules                                                                                                                                                                                                                                                                                                                            |

“treasury share(s)” has the meaning ascribed to it under the Listing Rules

“%” per cent

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

Hong Kong, 13 October 2026

*As at the date of this announcement, 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. Zhang Jianchan and Mr. Ho Wing Sum as independent non-executive Directors.*