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CHINA SANDI HOLDINGS LIMITED

中國三迪控股有限公司

(incorporated in Bermuda with limited liability)

(Stock Code: 910)

COMPLETION OF SHARE TRANSACTION IN RESPECT OF ACQUISITION OF 49% EQUITY INTEREST IN WUYISHAN GAOJIA

References are made to the announcements of China Sandi Holdings Limited (the “**Company**”) dated 28 June 2018 and 10 July 2019 (collectively, the “**Announcements**”) in relation to the Acquisition. Capitalised terms used in this announcement have the same meanings as defined in the Announcements unless the context requires otherwise.

The Board is pleased to announce that the Listing Committee has granted the listing of, and permission to deal in, the Consideration Shares on the Stock Exchange and the Completion of the Acquisition took place on 25 July 2019. Upon the Completion, Wuyishan Gaojia has become an indirect wholly-owned subsidiary of the Company and its financial results will continue to be consolidated into the Company’s consolidated financial statements.

A total of 135,869,565 Consideration Shares were issued to Harmony Group Enterprises Corporation (“**Harmony Group**”), a company designated by Nanping Huiteng and wholly-owned by the sole shareholder of Nanping Huiteng, at the issue price of HK\$0.46 per Consideration Share. The number of the Consideration Shares represent (i) approximately 2.74% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 2.67% of the issued share capital of the Company as enlarged by the allotment and issue of the Consideration Shares.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

For illustrative purpose only, set out below is the shareholding structure of the Company (i) immediately before the Completion; and (ii) immediately after the Completion.

Shareholders	Immediately before the Completion		Immediately after the Completion	
	No. of Shares	Approx%	No. of Shares	Approx%
United Century International Limited ("United Century") (Note 1)	2,581,054,801	52.1	2,581,054,801	50.7
King Partner Holdings Limited ("King Partner") (Note 2)	320,414,201	6.5	320,414,201	6.3
Primary Partner International Limited ("Primary Partner") (Note 3)	485,436,893	9.8	485,436,893	9.5
Public Shareholders				
Harmony Group	–	–	135,869,565	2.7
other public shareholders	1,564,432,086	31.6	1,564,432,086	30.8
Total	4,951,337,981	100.0	5,087,207,546	100.0

Notes:

1. United Century is a company incorporated in the BVI and held 2,581,054,801 Shares. The issued share capital of United Century is 100% beneficially owned by Mr. Guo Jiadi ("Mr. Guo"). He is also the sole director of the United Century.
2. King Partner is a company incorporated in the BVI which is wholly-owned by Mr. Guo. Mr. Guo is also the sole director of King Partner. King Partner held 320,414,201 Shares.
3. Primary Partner is a company incorporated in the BVI which is wholly-owned by Mr. Guo. Mr. Guo is also the sole director of Primary Partner. Primary Partner held 485,436,893 Shares.

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

Hong Kong, 25 July 2019

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; Dr. Wong Yun Kuen, being the non-executive Director; and Mr. Chan Yee Ping, Michael, Mr. Yu Pak Yan, Peter, Ms. Ma Shujuan and Mr. Zheng Yurui, being the independent non-executive Directors.