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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the “**SGM**”) of shareholders of China Sandi Holdings Limited (the “**Company**”) will be held at Macau Jockey Club (HK Clubhouse), 3/F, East Wing Shun Tak Centre, Merchant Tower, 200 Connaught Road Central, Hong Kong on Thursday, 28 November 2019 at 10:30 a.m. or any adjournment thereof to consider and, if thought fit, to pass with or without amendments, the following resolution:

ORDINARY RESOLUTION

“THAT

- (a) the sale and purchase agreement dated 26 July 2019 (the “**Agreement**”) entered into between Grand Supreme Limited (as purchaser) and Top Trendy Holdings Limited (as vendor) in respect of the acquisition of the entire issued share capital of Power Success Development Incorporated at the consideration of RMB243,670,000, a copy of the Agreement marked “**A**” is tabled before the SGM and signed for identification purpose by the chairman of the meeting, as more particularly described in the circular to the shareholders of the Company dated 8 November 2019 (the “**Circular**”) of which this notice forms part) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any one or more of the directors of the Company be and is hereby authorized to sign and execute such other documents or supplemental agreements or deeds for and on behalf of the Company and to do all such things and take all such actions as he or they may consider necessary, desirable or expedient for the purpose of carrying out or giving effect to or otherwise in connection with the Agreement and the transactions contemplated thereby.”

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

Hong Kong, 8 November 2019

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Headquarters and principal place of business
in Hong Kong:*
Room 3405, 34th Floor,
China Merchants Tower,
Shun Tak Centre,
168 – 200 Connaught Road Central,
Hong Kong

Notes:

1. The register of members of the Company will be closed from Monday, 25 November 2019 to Thursday, 28 November 2019, both days inclusive, during which period no transfer of Shares can be registered. In order to qualify for attending and voting at the SGM, all transfer forms accompanied by the relevant share certificates must be lodged for registration with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Friday, 22 November 2019.
2. Any member entitled to attend and vote at the SGM (and any adjournment of such meeting) shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him and vote on his behalf at the SGM (and any adjournment of such meeting). A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. In order to be valid, the proxy form and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the SGM (or any adjournment of such meeting) (as the case may be) at which the person named in the instrument proposes to vote.
5. Completion and return of the proxy form does not preclude a member from attending and voting in person at the SGM (or any adjournment of such meeting) and, in such event, the proxy form shall be deemed to be revoked.
6. Where there are joint holders of any shares of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders are present at the SGM (and any adjournment of such meeting), the most senior will alone be entitled to vote, whether in person or by proxy. For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

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, Ms. Ma Shujuan and Mr. Zheng Yurui, being the independent non-executive Directors.