

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



SANDI

CHINA SANDI HOLDINGS LIMITED

中國三迪控股有限公司

(incorporated in Bermuda with limited liability)

(Stock Code: 910)

**POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON
28 NOVEMBER 2019**

INTRODUCTION

Reference is made to the circular (the “**Circular**”) of China Sandi Holdings Limited (the “**Company**”) dated 8 November 2019 incorporating the notice of the SGM wherein the full text of the ordinary resolution (the “**Resolution**”) for the consideration of the Independent Shareholders at the SGM was set out. Capitalised terms used in this announcement have the same meanings as defined in the Circular unless the context requires otherwise.

POLL RESULTS OF THE SGM

The Board is pleased to announce that the Resolution was duly passed by the Independent Shareholders by way of poll at the SGM held on 28 November 2019. The poll results in respect of the Resolutions are as follows:

	Ordinary Resolutions	Number of Votes (%)	
		For	Against
1.	(a) to approve, confirm and ratify the Agreement; and (b) to authorise any one or more of the Directors to sign 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/she/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 thereunder.	871,144,993 (99.99%)	500 (0.01%)

As more than 50% of the votes were cast in favour of the Resolution, the Resolution was duly passed as an ordinary resolution of the Company. Tricor Tengis Limited, the Company's branch share registrar, acted as the scrutineer for the purpose of vote taking at the SGM.

As at the date of the SGM, there were 5,087,207,546 Shares in issue. As disclosed in the Circular, United Century holds 2,581,054,801 Shares, representing approximately 50.7% of the issued share capital of the Company, King Partner holds 320,414,201 Shares, representing approximately 6.3% of the issued share capital of the Company and Primary Partner holds 485,436,893 Shares, representing 9.5% of the issued share capital of the Company. United Century, King Partner and Primary Partner are wholly-owned by Mr. Guo Jiadi and are required to abstain from voting on the Resolution. After excluding the aggregate of 3,386,905,895 Shares held by United Century, King Partner and Primary Partner, the total number of Shares entitling the holders to attend and vote for or against the Resolution were 1,700,301,651 Shares, representing approximately 33.4% of the issued share capital of the Company. Save as disclosed above, no person was required or had indicated in the Circular that he/she/it intended to vote against or abstain from voting on the Resolution and there was no restriction on any Shareholders from casting votes on the Resolution. There were no Shares entitling the holders to attend and abstain from voting in favour of the Resolution as set out in Rule 13.40 of the Listing Rules.

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

Hong Kong, 28 November 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; Mr. Chan Yee Ping, Michael, Ms. Ma Shujuan and Mr. Zheng Yurui, being the independent non-executive Directors.