



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)

PROXY FORM

Form of proxy for use by shareholders at the special general meeting to be convened at 21st Floor, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong on Wednesday, 13 March 2024 at 2:00 p.m. or any adjournment thereof

I/We <sup>(note a)</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of \_\_\_\_\_ <sup>(note b)</sup> ordinary shares of HK\$0.01 each (the "Shares") of China Sandi Holdings Limited (the "Company") hereby appoint the Chairman of the meeting or \_\_\_\_\_ of \_\_\_\_\_ to act as my/our proxy <sup>(note c)</sup> at the special general meeting of the Company to be held at 21st Floor, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong on Wednesday, 13 March 2024 at 2:00 p.m. and at any adjournment thereof and to vote for me/us and on my/our behalf in respect of the resolutions as set out in the notice convening the said meeting (the "Notice") as indicated below and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION		FOR <sup>(note d)</sup>	AGAINST <sup>(note d)</sup>
1.	<p>(a) To approve, confirm and/or ratify (as the case may be) the deed of amendment (the "CB Amendment Deed") dated 30 January 2024 entered into between the Company and Primary Partner International Limited ("Primary Partner") in relation to the proposed amendments to the terms and conditions of the convertible bonds in the principal amount of HK\$500 million issued by the Company to Primary Partner on 30 January 2019 (the "Convertible Bonds") to give effect that (i) the principal amount of the Convertible Bonds shall be changed from HK\$500,000,000 to HK\$300,000,000; (ii) the maturity date shall be changed from 30 January 2024 to 30 January 2029; (iii) the interest rate shall be changed from 1% per annum to 2% per annum; (iv) a right shall be granted to Primary Partner to require the Company to redeem all of the outstanding Convertible Bonds; and (v) the conversion price of the Convertible Bonds shall be changed from HK\$0.412 to HK\$0.090 per conversion share (the "Proposed CB Amendments") (a copy of which has been produced to the meeting marked "A" for the purpose of identification), and the transactions contemplated thereunder, and all other matters thereof and incidental thereto and in connection therewith;</p> <p>(b) to grant a specific mandate to the board of directors (the "Directors") of the Company to allot and issue the conversion shares (the "Conversion Shares") which may fall to be issued by the Company upon exercise of the conversion rights attached to the Convertible Bonds in accordance with the terms and conditions of the Conversion Bonds as amended by the CB Amendment Deed, subject to The Stock Exchange of Hong Kong Limited (the "Stock Exchange") having approved the Proposed CB Amendments and conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the ordinary share(s) of HK\$0.01 each in the share capital of the Company which shall fall to be allotted and issued by the Company upon exercise of the conversion rights attached to the Convertible Bonds as amended and supplemented by the CB Amendment Deed; and</p> <p>(c) to authorise any one or more of the Directors for and on behalf of the Company to execute all such documents, agreements and do all such acts and things, as he/she may in his/her discretion consider necessary, expedient or desirable for the purpose of in connection with the implementation of or giving effect to the CB Amendment Deed and the transactions contemplated thereunder (including but not limited to the Proposed CB Amendments and the grant of the Specific Mandate) and the allotment and issue of the Conversion Shares, and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of the Directors, in the interests of the Company.</p>		
SPECIAL RESOLUTION		FOR <sup>(note d)</sup>	AGAINST <sup>(note d)</sup>
2.	To approve the proposed amendments to the bye-laws of the Company and the proposed adoption of the second amended and restated bye-laws of the Company and to authorise any one director or officer of the Company to execute all such documents and do all such other acts and things to effect the same.		

Dated the \_\_\_\_\_ day \_\_\_\_\_ of 2024 Shareholder's signature \_\_\_\_\_ <sup>(notes e, f, g and h)</sup>

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares in the capital of the Company registered in your name(s).
- A proxy does not need to be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any resolutions, please tick ("✓") the boxes marked "Against". If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the Notice.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company's Hong Kong branch share registrar, Tricor Tengis Limited of Level 17, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time of the meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') names(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Tengis Limited at the above address.