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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)

**(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
AND
(2) NON-COMPLIANCE WITH THE LISTING RULES AND THE TERMS
OF REFERENCE OF THE AUDIT COMMITTEE**

(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of China Sandi Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Mr. Chan Yee Ping, Michael (“**Mr. Chan**”) has tendered his resignation as an independent non-executive Director with effect from 6 September 2024 due to his decision to devote more time to his other business commitments.

Upon the resignation of Mr. Chan, he also ceased to act as the chairman of the audit committee of the Company (the “**Audit Committee**”) and a member of each of the nomination committee and remuneration committee of the Company.

Mr. Chan has confirmed that he has no disagreement with the Company and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and/or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to express its gratitude and appreciation to Mr. Chan for his valuable contributions to the Company during his term of office.

The Board also noted from a recent press release that Mr. Chan is currently involved in legal proceedings (the “**Legal Proceedings**”) commenced by the Securities and Futures Commission under section 214 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) in the Court of First Instance to seek disqualification orders against him and eight other individuals as former directors or former de facto directors of SoftMedx Healthcare Limited (a company listed on the Main Board of the Stock Exchange, stock code: 648) for allegedly breaching their fiduciary duties. Since (i) Mr. Chan was only an independent non-executive Director prior to his resignation who did not participate in the day-to-day management of the Group, and (ii) the Legal Proceedings do not involve the Group, the Board considers that the Legal Proceedings had no material adverse impact on the business operation or financial position of the Group.

(2) NON-COMPLIANCE WITH THE LISTING RULES AND THE TERMS OF REFERENCE OF THE AUDIT COMMITTEE

As a result of the resignation of Mr. Chan,

- (i) the number of independent non-executive Directors fell below the minimum number as required under Rule 3.10(1) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”);
- (ii) the number of members of the Audit Committee fell below the minimum number and the Audit Committee will have no chairman as required under Rule 3.21 of the Listing Rules; and
- (iii) the number of members of the Audit Committee fell below the minimum number as required under the terms of reference of the Audit Committee.

As at the date of this announcement, the Company is still in the process of identifying the suitable candidate(s) to fill up the vacancies and will endeavor to appoint any suitable candidate(s) so as to fulfill the minimum requirements under Rules 3.10(1) and 3.21 of the Listing Rules within three months from 6 September 2024. The Company will make further announcement(s) in relation to such appointment(s) as and when appropriate in accordance with the Listing Rules.

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

Hong Kong, 6 September 2024

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. Lam Wai Fung, Dominic and Mr. Liao Yiyi being the independent non-executive Directors.