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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)

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 21st Floor, Grand Millennium Plaza, 181 Queen’s Road Central, Hong Kong at 2:00 p.m. on Wednesday, 13 March 2024 or any adjournment thereof to consider and, if thought fit, to pass with or without amendments, the following resolution:

ORDINARY RESOLUTION

1. **“THAT**

- (a) 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 this 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, be and are hereby approved, confirmed and/or ratified (as the case may be);

- (b) 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, the board of directors (the “**Director(s)**”) of the Company be and is hereby granted a specific mandate 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; and
- (c) any one or more of the Directors be and is/are hereby authorised 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.”

SPECIAL RESOLUTION

And as special business, to consider and, if thought fit, pass with or without amendments the following as a special resolution:

2. “**THAT**

- (a) the existing bye-laws of the Company be amended in the manner as set out in the circular of the Company dated 22 February 2024 (the “**Circular**”);
- (b) the second amended and restated bye-laws of the Company (a copy of which has been produced to this meeting and marked “B” for the purpose of identification), be and is hereby approved and adopted as the bye-laws of the Company in substitution for, and to the exclusion of, the existing bye-laws of the Company with immediate effect (the “**Proposed Adoption**”); and

- (c) that any one director or officer of the Company be and is hereby authorised to execute all such documents and do all such other acts and things as he/she/they may, in his/her/their absolute discretion, consider necessary, desirable or expedient to effect the Proposed Adoption and any of the foregoing, and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in Bermuda and Hong Kong.”

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

Hong Kong, 22 February 2024

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*

Room 2008, 20th Floor
118 Connaught Road West,
Hong Kong

Notes:

1. The register of members of the Company will be closed from Friday, 8 March 2024 to Wednesday, 13 March 2024, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Thursday, 7 March 2024.

In the event that the meeting is adjourned to a date later than Wednesday, 13 March 2024 due to bad weather conditions or other reasons, the period of closure of the register of members of the Company for determination of shareholders' entitlement to attend and vote at the above meeting will remain the same as stated above.

2. If a tropical cyclone warning signal number 8 or above, or a black rainstorm warning or extreme condition caused by a super typhoon is in effect in Hong Kong at any time after 12:00 p.m. on Wednesday, 13 March 2024, the meeting will be automatically postponed to a later date. When the date, time and location of the rescheduled meeting has been fixed, the Company will post a further announcement on the websites of the Stock Exchange and the Company to notify shareholders of the date, time and location of the rescheduled meeting.

3. 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, subject to the provisions of the bye-laws of the Company, 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.
4. 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.
5. 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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.
6. 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.
7. 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 was 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 notice, members of the Board comprise Mr. Guo Jiadi, Ms. Amika Lan E Guo and Mr. Wang Chao, being the executive Directors; and Mr. Chan Yee Ping, Michael, Mr. Lam Wai Fung, Dominic and Ms. Wong Wai Man, being the independent non-executive Directors.