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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)**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 13 JUNE 2024 AND  
CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND CHANGE OF COMPOSITION OF BOARD COMMITTEES**

**POLL RESULTS OF THE AGM**

The Board is pleased to announce that all the resolutions set out in the Notice of AGM were duly passed by the Shareholders attending and voting at the AGM by way of poll.

**RETIREMENT AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board announces that Ms. Wong Wai Man retired from office as an independent non-executive Director, and has ceased to be the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee, with effect from the conclusion of the AGM.

Following the retirement of Ms. Wong Wai Man, the Board further announces that Mr. Liao Yiyi was appointed as an independent non-executive Director, the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee, with effect from the conclusion of the AGM.

Reference is made to the circular (the “**Circular**”) and the notice of annual general meeting (the “**Notice of AGM**”) of China Sandi Holdings Limited (the “**Company**”) both dated 26 April 2024 in relation to, inter alia, the proposals on re-election of retiring Directors and granting of general mandates to issue new Shares and to repurchase Shares. Terms used herein shall have the same meanings as those defined in the Circular unless the context requires otherwise.

## POLL RESULTS OF THE AGM

The Board is pleased to announce that all the resolutions as more particularly set out in the Notice of AGM were duly passed by the Shareholders attending and voting at the AGM held on 13 June 2024 by way of poll. The Company's branch share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

As at the date of the AGM, the total number of Shares in issue was 5,088,207,546 ordinary Shares, which represented the total number of Shares entitling the holders thereof to attend and vote for or against all resolutions. There was no restriction on any Shareholders casting any vote on any of the resolutions at the AGM. There were no Shares entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules and there were no Shares requiring the holders to abstain from voting at the AGM under the Listing Rules. All Directors attended the AGM either in person or by electronic means.

Details of the poll results in respect of all the resolutions put to vote at the AGM are as follows:

Ordinary Resolutions		No. of Shares voted (approximate percentage of total number of votes casted)	
		For	Against
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and reports of the Directors and auditor of the Company for the year ended 31 December 2023.	135,877,945 (100%)	0 (0%)
2.	(a) To re-elect Ms. Amika Lan E Guo as an executive Director;	135,877,845 (99.99%)	100 (0.01%)
	(b) To re-elect Mr. Chan Yee Ping, Michael as an independent non-executive Director; and	135,877,845 (99.99%)	100 (0.01%)
	(c) To authorise the Board to fix the Directors' remuneration.	135,877,845 (99.99%)	100 (0.01%)
3.	To re-appoint Moore CPA Limited as auditor of the Company and to authorise the Board to fix their remuneration.	135,877,945 (100%)	0 (0%)
4.	To grant a general mandate to the Directors to issue, allot and deal with additional Shares not exceeding 20% of the aggregate number of the existing issued Shares as at the date of passing of this resolution.	135,877,945 (100%)	0 (0%)

Ordinary Resolutions		No. of Shares voted (approximate percentage of total number of votes casted)	
		For	Against
5.	To grant a general mandate to the Directors to repurchase Shares not exceeding 10% of the aggregate number of the issued Shares as at the date of passing of this resolution.	135,877,945 (100%)	0 (0%)
6.	To extend the general mandate granted to the Directors under resolution no. 4 by the number of Shares repurchased by the Company under the general mandate granted under resolution no. 5.	135,877,945 (100%)	0 (0%)

## RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board hereby announces that Ms. Wong Wai Man (“**Ms. Wong**”) retired from the office as an independent non-executive Director at the conclusion of the AGM. Ms. Wong did not offer herself for re-election due to her desire to devote more time to her other commitments.

Accordingly, Ms. Wong ceased to be the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee, with effect from the conclusion of the AGM.

Ms. Wong has confirmed that, in relation to her retirement as an independent non-executive Director, she has no disagreement with the Board and there are no other matters that need to be brought to the attention of the Shareholders.

The Board would like to express its sincere gratitude to Ms. Wong for her valuable contributions to the Board during her tenure of services with the Company.

## APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

To fill the vacancy following the retirement of Ms. Wong, with the recommendation of the Nomination Committee, the Board has resolved to appoint Mr. Liao Yiyi (“**Mr. Liao**”) as an independent non-executive Director with effect from the conclusion of the AGM. Mr. Liao will also act as the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee, with effect from the conclusion of the AGM.

Details of Mr. Liao which are required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out below:

Mr. Liao Yiyi, aged 45, currently works as a part time construction engineering consultant. Mr. Liao has over 20 years of experience in engineering. Mr. Liao worked as a project manager of the Engineering Department for Rongqiao Group (融僑集團) from July 2000 to May 2007. From May 2007 to December 2009, Mr. Liao worked as water and electricity engineering supervisor and quality control supervisor of Tahoe Group Co., Ltd. (泰禾集團). From December 2009 to March 2012, Mr. Liao worked as an engineering manager (Fuzhou and Ningde projects) of Wanda Group (萬達集團). From March 2012 to April 2018, Mr. Liao worked as a general manager (companies in Fuzhou region) of the Group. From April 2018 to April 2019, Mr. Liao worked as a general manager (companies in Fuzhou region) of Kaijing Group (凱景集團). From April 2019 to August 2020, Mr. Liao worked as a regional deputy general manager of Sunac Yunnan Real Estate\* (融創雲南置地) and a general manager of Dianchi Nanwan Future City\* (滇池南灣未來城) project company. After that, Mr. Liao also worked as a vice president of Xin Xi Group\* (新璽集團) from August 2020 to June 2023. Mr. Liao obtained a diploma in Construction Water and Electricity Equipment Engineering from Fujian Architecture Higher Vocational College\* (福建建築高等專科學校) in 2000 and a diploma in Construction Environment and Equipment Engineering from Fujian Engineering College\* (福建工程學院) (currently named as Fujian University of Technology) in 2007. He is a Senior Engineer in the PRC.

Save as disclosed above, Mr. Liao has confirmed that (i) he met the independence criteria as set out in Rule 3.13 (1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Save as disclosed above, Mr. Liao has no other relationship with any other Directors, senior management, substantial and controlling Shareholders (with the same meanings ascribed thereto in the Listing Rules) and has not held any position with the Company or any other member of the Group, nor has any directorships in other listed companies in the past three years.

The Company has entered into an appointment letter with Mr. Liao for an initial term of three years from 13 June 2024 unless terminated by not less than three months' notice in writing served by either party on the other.

According to the terms of the appointment letter, Mr. Liao will be entitled to a director's fee of RMB60,000 per annum, which is subject to annual review and was determined by the Remuneration Committee and the Board on the basis of his experience, knowledge, qualifications, duties and responsibilities and the prevailing market conditions.

In accordance with the Bye-laws, Mr. Liao will hold office until the annual general meeting of the Company to be held in 2025 and will be eligible for re-election at that meeting, and will be subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company.

As at the date of this announcement, Mr. Liao does not have any interests in the shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information relating to the appointment of Mr. Liao as an independent non-executive Director that needs to be brought to the attention of the Shareholders and there is no other information relating to Mr. Liao that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to take this opportunity to welcome Mr. Liao to join the Board as an independent non-executive Director.

## **CHANGE OF COMPOSITION OF BOARD COMMITTEES**

Following the retirement of Ms. Wong as an independent non-executive Director, she has ceased to be the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee, with effect from the conclusion of the AGM. The Board further announces that Mr. Liao was appointed as the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee, with effect from the conclusion of the AGM.

\* *for identification purposes only*

By order of the Board  
**China Sandi Holdings Limited**  
**Guo Jiadi**  
*Chairman and Executive Director*

Hong Kong, 13 June 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. Chan Yee Ping, Michael, Mr. Lam Wai Fung, Dominic and Mr. Liao Yiyi, being the independent non-executive Directors.*