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CHINA SANDI HOLDINGS LIMITED

中國三迪控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 00910)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting of China Sandi Holdings Limited (the “**Company**”) will be held at 3/F., Nexxus Building, 77 Des Voeux Road Central, Hong Kong at 11:00 a.m. on Tuesday, 16 September 2014 for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions:

ORDINARY RESOLUTION

“THAT:

the Supplemental Agreement, defined and described in the circular of the Company dated 27 August 2014 (the “**Circular**”), a copy of the Supplemental Agreement marked “A”, a copy of the Supplemental Undertaking marked “B” together with a copy of the Circular marked “C” being tabled before the meeting and initialed by the chairman of the meeting for identification purpose, and all transactions contemplated thereunder and in connection therewith, be and are hereby approved, ratified and confirmed; and any one director of the Company be and is hereby authorized for and on behalf of the Company to execute all such other documents and agreements and to do all such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated under the Supplemental Agreement.”

By order of the board of
China Sandi Holdings Limited
Chi Chi Hung Kenneth

Executive Director and Company Secretary

Hong Kong, 27 August 2014

Registered Office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal Place of Business in Hong Kong:
Room 3309
33/F., West Tower
Shun Tak Centre
168–200 Connaught Road Central
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, on a poll, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company's Hong Kong branch registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, No. 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or any adjourned meeting thereof.

As at the date of this announcement, the Board comprises Mr. Chi Chi Hung, Kenneth, Ms. Zhang Jianchan and Ms. Amika Lan E Guo, being the executive Directors and Dr. Wong Yun Kuen, Mr. Chan Yee Ping, Michael, Mr. Yu Pak Yan, Peter, Mr. Zheng Jinyun and Mr. Zheng Yurui, being the independent non-executive Directors.