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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)

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
CHANGES IN COMPOSITION OF BOARD COMMITTEES**

The board (the “**Board**”) of directors (the “**Directors**”) of China Sandi Holdings Limited (the “**Company**”, and its subsidiaries, the “**Group**”) hereby announces that with effect from 10 April 2021, Mr. Zheng Yurui (“**Mr. Zheng**”) will resign as an independent non-executive Director as he would like to focus on his other business and personal affairs. Following his resignation, Mr. Zheng will cease to be the chairman of the nomination committee of the Company (the “**Nomination Committee**”) and a member of each of the audit committee (the “**Audit Committee**”) and the remuneration committee (the “**Remuneration Committee**”) of the Company.

Mr. Zheng has confirmed to the Board that in relation to his resignation, (i) there is no claim against the Company; (ii) there is no disagreement with the Board; and (iii) there is no matter that needs to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the shareholders of the Company.

The Board hereby announces that with effect from 10 April 2021, Mr. Lam Wai Fung, Dominic (“**Mr. Lam**”) will be appointed as an independent non-executive Director. Mr. Lam will also be appointed as the chairman of the Nomination Committee and a member of each of the Audit Committee and Remuneration Committee.

Mr. Lam, aged 48, is a certified public accountant of the Hong Kong Institute of Certified Public Accountants, a chartered financial analyst of the CFA Institute and a certified financial risk manager of the Global Association of Risk Professionals. Mr. Lam obtained a Bachelor of Arts (Honours) Degree in Accountancy from City University of Hong Kong and Mr. Lam worked for PricewaterhouseCoopers in Hong Kong for over seven years for assurance and business advisory services and worked in various finance roles in listed companies for over 10 years.

Mr. Lam confirmed that he meets the independence criteria as set out in Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

Mr. Lam will be appointed for a term of 3 years commencing on 10 April 2021. He will be entitled to a director’s fee of HK\$80,000 per annum (subject to annual review by the Remuneration Committee and the Board), which is determined by the Remuneration Committee with reference to his job responsibilities and duties within the Group as well as the prevailing market conditions. Mr. Lam will not enter into or propose to enter into any service agreements with the Company or any member of the Group other than contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation). Mr. Lam is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company.

As at the date of this announcement, Mr. Lam does not have or is not deemed to have any interest or short position in shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Lam has not held any other directorships in other Hong Kong and overseas listed public companies in the last three years. He does not hold any position in the Company or any of its subsidiaries. Mr. Lam does not have any relationship with any director, senior management, substantial or controlling shareholder(s) (as defined in the Listing Rules) of the Company.

Mr. Lam confirmed that there is no other information relating to him that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters which need to be brought to the attention of the shareholders of the Company in connection with his appointment.

The Board would like to take this opportunity to express its sincere gratitude towards Mr. Zheng for his valuable contribution to the Company during his tenure of service.

The Board would like to extend a warm welcome to Mr. Lam for joining the Board.

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

Hong Kong, 9 April 2021

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; and Mr. Chan Yee Ping, Michael, Ms. Ma Shujuan and Ms. Zheng Yurui, being the independent non-executive Directors.