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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: 910)**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON  
25 AUGUST 2016**

The board (the “**Board**”) of directors (the “**Director(s)**”) of China Sandi Holdings Limited (the “**Company**”) is pleased to announce that all the resolutions as more particularly set out in the notice (the “**Notice**”) of annual general meeting (the “**AGM**”) dated 21 July 2016 were duly passed by the shareholders of the Company (the “**Shareholders**”) attending and voting at the AGM held on 25 August 2016 by way of poll. Tricor Tengis Limited, the Company’s Hong Kong branch share registrar, acted as scrutineer for the poll at the AGM.

As at the date of the AGM, the total number of shares of the Company in issue was 2,473,387,338 ordinary shares, which was 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and there were no shares requiring the holders to abstain from voting at the AGM under the Listing Rules.

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

<b>Ordinary Resolutions</b>		<b>Number of Votes (%)</b>	
		<b>For</b>	<b>Against</b>
1.	To receive and consider the audited consolidated financial statements and the reports of the Directors and auditors of the Company for the year ended 31 March 2016.	1,590,084,626 (99.9997%)	5,000 (0.0003%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
2.	(a) To re-elect Mr. Chan Yee Ping, Michael as an independent non-executive Director.	1,590,084,626 (99.9997%)	5,000 (0.0003%)
	(b) To re-elect Mr. Zheng Jinyun as an independent non-executive Director.	1,590,084,626 (99.9997%)	5,000 (0.0003%)
	(c) To re-elect Mr. Zheng Yurui as an independent non- executive Director.	1,590,078,326 (99.9993%)	11,300 (0.0007%)
	(d) To authorize the Board to fix the Directors' remuneration.	1,590,078,326 (99.9993%)	11,300 (0.0007%)
3.	To re-appoint BDO Limited as auditors of the Company and authorise the Board to fix their remuneration.	1,590,083,326 (99.9996%)	6,300 (0.0004%)
4.	To grant a general mandate to the Directors to issue, allot and otherwise deal with additional shares of the Company not exceeding 20% of the aggregate number of the existing issued shares of the Company as at the date of passing of this resolution.	1,589,665,717 (99.9733%)	423,909 (0.0267%)
5.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the aggregate number of the issued shares of the Company as at the date of passing of this resolution.	1,590,083,326 (99.9996%)	6,300 (0.0004%)
6.	To extend the general mandate granted to the Directors under resolution no.4 by the number of shares of the Company repurchased by the Company under the general mandate granted under resolution no.5.	1,589,659,417 (99.9729%)	430,209 (0.0271%)
7.	To refresh the limit of the existing share option scheme of the Company.	1,589,665,717 (99.9733%)	423,909 (0.0267%)

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

Hong Kong, 25 August 2016

*As at the date of this announcement, the Board comprises Mr. Guo Jiadi 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.*