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Sandmartin International Holdings Limited
聖馬丁國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 482)

PROFIT WARNING

This announcement is made by the Company pursuant to Rule 13.09(1) of the Listing Rules.

The Board wishes to inform shareholders and potential investors that the Group is expected to record a net profit for the six months ended 31 December 2011 considerable lower than that for the corresponding period in 2010.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

This announcement is made by the Board of directors (the “**Board**”) of Sandmartin International Holdings Limited (the “**Company**”) pursuant to Rule 13.09(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The Board wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that the Group is expected to record a net profit for the six months ended 31 December 2011 considerable lower than that as compared with the same corresponding period in 2010, which was mainly attributable to fair value loss of derivatives embedded in convertible bonds, debt crisis in Europe and chaotic political situation in the Middle East and North Africa.

This announcement is only based on the Company’s preliminary review of the consolidated management accounts which have not been audited or reviewed by the Company’s auditors. The

Shareholders and potential investors should read the Group's interim results announcement for the six months ended 31 December 2011, which is expected to be published before the end of February 2012.

The Board considers that the overall operation of the Group as a whole remains sound and intact, and the financial position of the Group remains solid.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

By order of the Board
Sandmartin International Holdings Limited
Hung Tsung Chin
Chairman

Hong Kong, 21 February 2012

As at the date of this announcement, the executive directors are Mr. Hung Tsung Chin, Ms. Chen Mei Huei, Mr. Liao Wen I, Mr. Chen Chien An and Mr. Frank Karl-Heinz Fischer; the independent non-executive directors are Mr. Hsu Chun Yi, Mr. Tsan Wen Nan, and Mr. Lee Chien Kuo.

** For identification purposes only*