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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)

INSIDE INFORMATION

This announcement is made by the board of directors (the **“Board”**) of Sandmartin International Holdings Limited (the **“Company”**, together with its subsidiaries, the **“Group”**) pursuant to Rules 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Listing Rules”**) and the Inside Information Provision under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Board is pleased to inform the shareholders and potential investors of the Company that the Company has initiated a preliminary negotiation in relation to a potential transaction (the **“Potential Transaction”**) which may involve further acquisition of shareholding of MyHD Media FZ LLC (**“MyHD”**), a limited liability company incorporated in Dubai, United Arab Emirates. The Company will increase its interest in MyHD from its original shareholding of 11% to more than 50% and MyHD will become a non-wholly owned subsidiary of the Company if the Potential Transaction materialises.

As at the date of this announcement, the Company and the shareholders of MyHD are still at a very preliminary stage of negotiation and no concrete terms have been agreed and no definitive agreement has been entered into by the Company in relation to the Potential Transaction. If the Potential Transaction materialises, it may constitute a notifiable transaction of the Company under the Listing Rules.

Further announcement(s) in relation to the Potential Transaction will be made by the Company as and when appropriate in compliance with the Listing Rules.

INFORMATION ON MyHD

MyHD is a limited liability company incorporated in Dubai, United Arab Emirates and is headquartered in Dubai Media City. It is principally engaged in the business of provision of Direct-to-Home services for satellite television broadcasting in 22 countries in MEMA (Middle East, Mediterranean and Africa), including Saudi Arabia, United Arab Emirates, Qatar, Kuwait and Bahrain.

REASONS FOR AND BENEFITS OF THE POTENTIAL TRANSASCTION

MyHD is one of the fastest growing satellite television operators in MEMA and currently it provides Direct-to-Home satellite television services to its subscribers under the brand name “MyHD” with excellent growth potential in terms of number of subscribers. The Board considers that the Potential Transaction will enable the Company to consolidate its control over MyHD and provide a strategic platform to explore and develop the market of set top boxes and other digital media equipment in MEMA, which is in line with the Group’s strategy to continue investing resources for the transformation from an integrated device designer and manufacturer to a multimedia platform owner.

The Board wishes to emphasise that the Potential Transaction may or may not proceed and that the Company has not entered into any binding agreement in relation to the Potential Transaction as at the date of this announcement. If the Potential Transaction materialises, it may constitute a notifiable transaction on the part of the Company under Chapter 14 of the Listing Rules. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company. The Company will make further announcement(s) in respect of the Potential Transaction as and when appropriate in accordance with the Listing Rules.

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

Hong Kong, 2 December 2015

As at the date of this announcement, the executive directors of the Company are Mr. Hung Tsung Chin, Ms. Chen Mei Huei, Mr. Liao Wen I, Mr. Frank Karl-Heinz Fischer, Mr. Yip Chung Wai David and Mr. Chen Wei Chun; the independent non-executive directors of the Company are Mr. Lee Chien Kuo, Mr. Han Chien Shan and Mr. Wu Chia Ming.

** For identification purpose only*