



**Sandmartin International Holdings Limited**  
**聖馬丁國際控股有限公司\***  
(Incorporated in Bermuda with limited liability)  
(Stock code: 482)

**Form of proxy for the Annual General Meeting (“AGM”) of Sandmartin International Holdings Limited (the “Company”) to be held at Empire Room I, Empire Hotel Hong Kong • Wan Chai, 33 Hennessy Road, Hong Kong on Monday, June 27, 2016 at 3:00 p.m. (Hong Kong time) and any adjournment thereof.**

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_  
share(s) of HK\$0.10 each in the capital of the Company hereby appoint the Chairman of the AGM, or<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote on my/our behalf at the AGM and any adjournment thereof in respect of the resolution to be put to the AGM as set out in the notice convening the AGM<sup>4</sup>. The proxy will vote as indicated below in respect of the resolutions set out in the notice convening the AGM:

	<b>ORDINARY RESOLUTIONS</b>	<b>For<sup>5</sup></b>	<b>Against<sup>5</sup></b>
1.	To receive and consider the audited consolidated financial statements of the Company, the reports of the directors and the auditors for the year ended December 31, 2015.		
2.	(a) To re-elect Mr. Mr. Liao Wen I, a retiring director, as an executive director.		
	(b) To re-elect Mr. Mr. Frank Karl-Heinz Fischer, a retiring director, as an executive director.		
	(c) To re-elect Mr. Yip Chung Wai David, a retiring director, as an executive director.		
	(d) To re-elect Mr. Chen Wei Chun, a retiring director, as an executive director.		
	(e) To re-elect Mr. Han Chien Shan, as an independent non-executive director.		
	(f) To authorise the board of directors to fix the remuneration of the directors.		
3.	To re-appoint auditors of the Company and authorise the board of directors to fix their remuneration.		
4.	To grant a general mandate to the board of directors to repurchase shares of the Company.		
5.	To grant a general mandate to the board of directors to allot, issue and deal with additional shares of the Company.		
6.	To extend the general mandate granted by resolution no. 5 by adding the shares repurchased pursuant to the general mandate granted by resolution no. 4.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2016 Signature (s)<sup>6</sup> \_\_\_\_\_

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
2. Please insert the number of ordinary shares of HK\$0.10 each in the capital of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all such shares of the Company registered in your name(s).
3. If any proxy other than the Chairman of the AGM is appointed, strike out “the Chairman of the AGM, or” and insert the name and address of the proxy desired in the space provided. A proxy need not be a member of the Company.
4. Completion and return of this form of proxy will not preclude you from attending and voting at the AGM should you wish.
5. **IMPORTANT: If you wish to vote for a resolution, place a “X” in the relevant box marked “FOR”. If you wish to vote against a resolution, place a “X” in the relevant box marked “AGAINST”. Failure to complete a box will entitle your proxy to cast your vote(s) or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.**
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its seal or under the hand of an officer or attorney or other person duly authorised to sign the name.
7. In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of such power of attorney or authority), must be delivered to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or an adjourned meeting or, in case of a poll taken subsequently to the date of the AGM or adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll and in default this form of proxy shall not be treated as valid.
8. Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy, at the AGM in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders be present at the AGM the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
9. **Any alterations made to this form of proxy must be initialed by the person who signs it.**

\* For identification purpose only