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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)

**CLARIFICATION ANNOUNCEMENT  
PLACING OF NEW SHARES  
UNDER GENERAL MANDATE**

References are made to the announcement (the "**Announcement**") of Sandmartin International Holdings Limited (the "**Company**") dated 24 May 2016 in relation to the proposed placing of new shares under general mandate and the circular of the Company dated 22 March 2016 (the "**Circular**"). Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement unless the context otherwise requires.

The board of directors of the Company (the "**Board**") would like to clarify that the Company intends to use the net proceeds of approximately HK\$28.8 million from the Placing ("**Placing Proceeds**") for the potential promotion plan of MyHD Media FZ LLC's satellite broadcasting services in the Middle-East, Mediterranean and Africa (the "**MyHD Promotion Plan**") after the completion of the acquisition of additional interest in MyHD Media FZ LLC ("**MyHD**") by the Company as described in the Circular.

As disclosed in the Circular, the Company's expected potential funding needs for the next 12 months include (i) a capital requirement of HK\$77.3 million for the Potential Expansion Plans as described in the Circular; and (ii) HK\$126 million for the MyHD Promotion Plan. The Company's then current cash position was approximately HK\$110 million, without taking into account other sources of cashflow and income, would be more than sufficient to meet the capital needs of HK\$77.3 million for the Potential Expansion Plans as described in the Circular.

As the Placing Proceeds are intended to be used for the MyHD Promotion Plan only, such intended use of the Placing Proceeds is not inconsistent with the disclosure in the Circular.

Save for the subscription of 40% shareholding interest in MyHD as disclosed in the announcement of the Company dated 16 May 2016, there has been no change to the Group's potential expansion plans since the publication of the Circular which triggered the Company to conduct the Placing. As disclosed in the Circular, since the Company's announcement dated 2 December 2015, the parties were in the process of negotiating the terms of the potential transaction in relation to MyHD which, should it materialize, would increase the Company's interest in MyHD to a controlling stake, following which MyHD would become a non-wholly

owned subsidiary of the Company. It has been, all along, the Company's intention to conduct the MyHD Promotion Plan following the completion of the acquisition of the additional shareholding interest in MyHD.

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

Hong Kong, 27 May 2016

*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*