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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of Sandmartin International Holdings Limited (the “**Company**”) will be held at 3:00 p.m. on Thursday, 13 April 2017 at Industrial Zone No. 3, No. 16 Qianjin Erlu, Xin Qian Jin Village, Tanzhou Town, Zhongshan, Guangdong Province, China for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

Resolution 1

“**THAT** Mr. Hung Tsung Chin, the Chairman of the Board, be required to, within 14 days after the date of Requisition SGM, make an statement by way of a public announcement to explain his reasons for refusing to reply to the enquiries from the shareholders of the Company and their demand for a meeting and/or interview regarding the proposed open offer and subscription of new shares under specific mandate announced by the Company in its announcement dated 24 October 2016;”

* *For identification purposes only*

Resolution 2

“**THAT** Mr. Hung Tsung Chin be removed as an executive Director with immediate effect;”

Resolution 3

“**THAT** Ms. Chen Mei Huei be removed as an executive Director with immediate effect;”

Resolution 4

“**THAT** Mr. Liao Wei I be removed as an executive Director with immediate effect;”

Resolution 5

“**THAT** Mr. Frank Karl-Heinz Fischer Yan, Pierre be removed as an executive Director with immediate effect;”

Resolution 6

“**THAT** Mr. Chen Wei Chun be removed as an executive Director with immediate effect;”

Resolution 7

“**THAT** Mr. Han Chien Shan be removed as an independent non-executive Director with immediate effect;”

Resolution 8

“**THAT** Mr. Wu Chia Ming be removed as an independent non-executive Director with immediate effect;”

Resolution 9

“**THAT** Mr. Li Chak Hung be removed as an independent non-executive Director with immediate effect;”

Resolution 10

“**THAT** Mr. Lo Albert Sze Ming be elected and appointed as an executive Director with immediate effect;”

Resolution 11

“**THAT** Mr. Yung Chi Man be elected and appointed as an executive Director with immediate effect;”

Resolution 12

“**THAT** Mr. Cheung Ka Yue be elected and appointed as an independent non-executive Director with immediate effect;”

Resolution 13

“**THAT** Mr. Leung Yat Man be elected and appointed as an independent non-executive Director with immediate effect;”

Resolution 14

“**THAT** Mr. Hung Sum be elected and appointed as an independent non-executive Director with immediate effect;”

Resolution 15

“**THAT** any and all Director(s) appointed by the Board pursuant to the Bye-laws of the Company on or after 3rd March 2017 be removed as Director(s) with immediate effect.”

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

Hong Kong, 23 March 2017

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 and Mr. Chen Wei Chun; the independent non-executive directors of the Company are Mr. Han Chien Shan, Mr. Wu Chia Ming and Mr. Li Chak Hung.