



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 Special General Meeting (“SGM”) of Sandmartin International Holdings Limited (the “Company”) to be held at Industrial Zone No. 3, No. 16 Qianjin Erlu, Xin Qian Jin Village, Tanzhou Town, Zhongshan, Guangdong Province, China on Thursday, 13 April 2017 at 3:00 p.m. (Hong Kong time) and any adjournment thereof.

I/We¹ _____
of _____
being the registered holder(s) of² _____
share(s) of HK\$0.10 each in the capital of the Company hereby appoint the Chairman of the SGM, or³ _____
of _____
as my/our proxy to attend and vote on my/our behalf at the SGM and any adjournment thereof in respect of the resolution to be put to the SGM as set out in the notice convening the SGM⁴. The proxy will vote as indicated below in respect of the resolutions set out in the notice convening the SGM:

ORDINARY RESOLUTIONS		For ⁵	Against ⁵
(1)	THAT Mr. Hung Tsung Chin, the Chairman of the Board, be required to, within 14 days after the date of Requisition SGM, make a 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.		
(2)	THAT Mr. Hung Tsung Chin be removed as an executive Director with immediate effect.		
(3)	THAT Ms. Chen Mei Huei be removed as an executive Director with immediate effect.		
(4)	THAT Mr. Liao Wei I be removed as an executive Director with immediate effect.		
(5)	THAT Mr. Frank Karl-Heinz Fischer Yan, Pierre be removed as an executive Director with immediate effect.		
(6)	THAT Mr. Chen Wei Chun be removed as an executive Director with immediate effect.		
(7)	THAT Mr. Han Chien Shan be removed as an independent non-executive Director with immediate effect.		
(8)	THAT Mr. Wu Chia Ming be removed as an independent non-executive Director with immediate effect.		
(9)	THAT Mr. Li Chak Hung be removed as an independent non-executive Director with immediate effect.		
(10)	THAT Mr. Lo Albert Sze Ming be elected and appointed as an executive Director with immediate effect.		
(11)	THAT Mr. Yung Chi Man be elected and appointed as an executive Director with immediate effect.		
(12)	THAT Mr. Cheung Ka Yue be elected and appointed as an executive Director with immediate effect.		
(13)	THAT Mr. Leung Yat Man be elected and appointed as an executive Director with immediate effect.		
(14)	THAT Mr. Hung Sum be elected and appointed as an executive Director with immediate effect.		
(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.		

Dated this _____ day of _____ 2017 Signature(s)⁶ _____

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 SGM is appointed, strike out “the Chairman of the SGM, 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 SGM 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 SGM other than those referred to in the notice convening the SGM.**
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 SGM 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 SGM 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 SGM 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