

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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

- (1) LEGAL PROCEEDINGS**
- (2) UPDATE ON CIRCULAR DATED 23 MARCH 2017**
- (3) FURTHER REQUISITION BY SHAREHOLDERS**
- (4) RESUMPTION OF TRADING**

This announcement is made by Sandmartin International Holdings Limited (“**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

1. Legal proceedings

On 23 March 2017, the Company received a petition (the “**Petition**”) dated 23 March 2017 filed by Zhi Charles (the “**Petitioner**”) against (i) the Company; (ii) Hung Tsung Chin (the “**2nd Respondent**”); (iii) Chen Me Huei (the “**3rd Respondent**”); (iv) Liao Wen I (the “**4th Respondent**”); (v) Frank Karl-Heinz (the “**5th Respondent**”); (vi) Chen Wei Chun (the “**6th Respondent**”); (vii) Han Chien Shan (the “**7th Respondent**”); (viii) Wu Chia Ming (the “**8th Respondent**”); (ix) Li Chak Hung (the “**9th Respondent**”); and (x) Hung Chih Chun (the “**10th Respondent**”).

In the Petition, the Petitioner referred the 2nd Respondent to 6th Respondent as the executive directors of the Company, the 7th Respondent to 9th Respondent as the independent non-executive directors of the Company, and the 10th Respondent as the son of the 2nd Respondent and 3rd Respondent. In the Petition, the Petitioner referred an individual named “Chan Ming Sun Jonathan” as the 6th Respondent. The Company would like to clarify that (i) the respective names of the 3rd Respondent and the 5th Respondent do not match with the names of any of the executive directors of the Company; (ii) Chan Ming Sun Jonathan is not an executive director of the Company; and (iii) the 10th Respondent is the son of the 2nd Respondent and Ms. Chen Mei Hui.

Pursuant to the Petition, the Petitioner petitioned for:

- (i) An order that the Company be wound up by the Court under the provisions of the Companies (Winding-Up and Miscellaneous Provisions) Ordinance.

- (ii) An order that the Company identify all the shares associated with and warehoused by the 2nd Respondent and cancel them.
- (iii) An order that the Company identify all the loans of the Company used for the money laundering purposes and have the 2nd to 10th Respondents to make the loan repayments for the Company.
- (iv) An order that the 2nd to 10th Respondents make equitable and adequate compensations to the Company for unfair and prejudicial, in amount to less than \$250,000,000.
- (v) Such other order and costs may be made in the premises as shall be just.

The Company is seeking legal advice in respect of the Petition and will make further announcement(s) to keep its shareholders and investors informed of any significant development of the Petition as and when appropriate.

Shareholders of the Company ("Shareholders") and potential investors should accordingly exercise caution when dealing in the securities of the Company.

2. Update on circular dated 23 March 2017

Reference is made to the Company's circular dated 23 March 2017 regarding requisition by Shareholders and notice of special general meeting ("**Circular**"). Terms used in the Circular shall have the same meanings when used herein unless otherwise defined. On 23 March 2017, subsequent to the Company's despatch of the Circular, the Company received the respective biographies of the Proposed Directors from the Requisitionists. In accordance with Rule 13.73 of the Listing Rules, the Company will disclose such additional information by way of an announcement not less than 10 business days before the date of the SGM, namely 13 April 2017.

3. Further requisition by Shareholders

On 23 March 2017, the Company received a further requisition notice dated 22 March 2017 (the "**Further Requisition Notice**") from the Requisitionists. The Requisitionists requested that the following three additional resolutions (the "**Additional Resolutions**") be also put forward at the SGM for the purpose of allowing the Shareholders to consider and, if thought fit, to pass:

Resolution 1

"THAT a special investigation committee with Mr. Cheung Ka-Yue as the chairman of the committee be set up, to investigate and report on all transactions regarding the loans, investments and debt write-offs that occurred in the last five years, in particular with transactions relating to the companies in Middle East and Nepal, and to report if any of the transactions have violated any laws of Hong Kong and/or in breach of the Hong Kong Listing Rules;"

Resolution 2

"THAT Mr. Wong Tak Leung, Charles be elected and appointed as an executive Director with immediate effect;" and

Resolution 3

"THAT Ms. Chung Oi Ling, Stella be elected and appointed as an executive Director with immediate effect."

The Company is seeking legal advice as to Bermuda laws on the validity, legality and procedural regularity of the Further Requisition Notice and the Additional Resolutions proposed. Subject to and upon obtaining the Bermuda legal advice, the Company will make further announcement in respect of the Further Requisition Notice as soon as practicable.

4. Resumption of trading

Pending the release of this announcement, trading in the shares of the Company has been halted with effect from 9:00 a.m. 24 March 2017. An application has been made by the Company to the Stock Exchange for resumption of trading in the shares of the Company with effect from 9:00 a.m. on 27 March 2017.

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

Hong Kong, 24 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.

** For identification purpose only*