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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)

**RESIGNATION OF EXECUTIVE DIRECTOR, FINANCIAL CONTROLLER, COMPANY
SECRETARY AND AUTHORISED REPRESENTATIVE
AND APPOINTMENT OF COMPANY SECRETARY AND AUTHORISED
REPRESENTATIVE AND WAIVER FROM STRICT COMPLIANCE WITH RULE 8.12 OF
THE LISTING RULES**

The Board announces that Mr. Yip Ho Chi has resigned as the executive director, financial controller, company secretary and authorised representative of the Company under the Listing Rules and Hong Kong Companies Ordinance with effect from 15 June 2009.

The Board is pleased to announce that Ms. Mak Po Man Cherie has been appointed as the company secretary, authorised representative of the Company under the Listing Rules and Hong Kong Companies Ordinance with effect from 15 June 2009.

**RESIGNATION OF EXECUTIVE DIRECTOR, FINANCIAL CONTROLLER, COMPANY
SECRETARY AND AUTHORISED REPRESENTATIVE**

The board of directors (the "Board") of Sandmartin International Holdings Limited (the "Company") announces that Mr. Yip Ho Chi ("Mr. Yip") has resigned as the executive director, financial controller, company secretary, authorised representative of the Company under the Rules Governing the Listing of Securities (the "Listing Rules") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and Hong Kong Companies Ordinance with effect from 15 June 2009 due to his pursuit of career development.

Mr. Yip confirmed that there is no disagreement with the Board and there is no matters relating to his resignation that need to be brought to the attention of the shareholders of the Company or the Stock Exchange.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Yip for his valuable contributions to the Company during the past years.

APPOINTMENT OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

The Board is pleased to announce that Ms. Mak Po Man Cherie (“Ms. Mak”) has been appointed as the company secretary and the authorised representative of the Company under the Listing Rules and Hong Kong Companies Ordinance with effect from 15 June 2009.

Ms. Mak is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. She has over 8 years of experience in auditing, financial accounting and management consulting.

The Board would like to express its warm welcome to Ms. Mak on her appointment.

WAIVER FROM STRICT COMPLIANCE WITH RULE 8.12 OF THE LISTING RULES

Pursuant to Rule 8.12 of the Listing Rules, the Company must have a sufficient management presence in Hong Kong. This normally means that at least two of the executive directors of the Company must be ordinarily residents in Hong Kong. Upon the resignation of Mr. Yip on 15 June 2009, the waiver from strict compliance with Rule 8.12 of the Listing Rules granted to the Company by the Stock Exchange dated 25 April 2005 on the understanding that, among other things, Mr. Yip is the principal communication channel between the Stock Exchange and the Company needs to be re-considered by the Stock Exchange. The Company has submitted an application to the Stock Exchange for a waiver from strict compliance with the requirements under Rule 8.12 of the Listing Rules (the “Waiver”) and will make a further announcement regarding the granting of Waiver by the Stock Exchange in due course.

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

Hong Kong, 15 June 2009

As at the date of this announcement, the executive Directors are Mr. Hung Tsung Chin, Ms. Chen Mei Huei, Mr. Wang Yao Chu and Mr. Liao Wen I; the independent non-executive Directors are Mr. Hsu Chun Yi, Mr. Tsan Wen Nan and Mr. Lee Chien Kuo.

* For identification purpose only