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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)**

**INSIDE INFORMATION,  
DELAY IN PUBLICATION OF THE 2023 ANNUAL RESULTS  
ANNOUNCEMENT,  
POSTPONEMENT OF BOARD MEETING,  
AND SUSPENSION OF TRADING**

This announcement is made by the board of directors (the “**Board**”) of Sandmartin International Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement of the Company dated 15 March 2024 in relation to the Board meeting originally scheduled to be held on Thursday, 28 March 2024 to consider and approve, among other matters, the audited annual results of the Group for the year ended 31 December 2023 (the “**2023 Annual Results**”) and the publication of announcement for (i) the 2023 Annual Results and (ii) the recommendation on the payment of a final dividend, if any (the “**2023 Annual Results Announcement**”).

**Delay in publication of the 2023 Annual Results Announcement**

Pursuant to Rule 13.49(1) of the Listing Rules, the Company is required to publish the 2023 Annual Results Announcement on a date not later than three months after the end of the financial year of the Company.

The Board wishes to announce that the publication of the 2023 Annual Results will be delayed, and it is expected that the 2023 Annual Results will not be published by 31 March 2024. The delay is mainly due to the fact that (i) certain component auditors of the significant components of the Group did not timely provide all the required information of the significant components to the independent auditor of the Company (the “**Auditor**”); and (ii) the Company is in the process of providing the Auditor with certain information related to accounting estimates, and as such the Auditor requires additional time to complete the audit of the consolidated financial statements of the Group.

The Board and the management of the Company are fully committed to assisting and cooperating with the Auditor, and the Company will use its best endeavours to publish the 2023 Annual Results as soon as possible. The 2023 Annual Results is expected to be published by mid-April 2024. The Company will make further announcement once the said date is finalised.

### **Possible delay in dispatch of 2023 annual report**

Pursuant to Rule 13.46(1) of the Listing Rules, the Company is required to despatch its annual report for the year ended 31 December 2023 (the “**2023 Annual Report**”) to the shareholders of the Company (the “**Shareholders**”) no later than four months after the end of the financial year.

The Company is using its best endeavors to finalise and despatch the 2023 Annual Report on or before 30 April 2024. However, due to the delay in the publication of the 2023 Annual Results, there may be a possible delay in the despatch of the 2023 Annual Report.

Such possible delay, if materialised, will constitute a non-compliance with Rule 13.46(1) of the Listing Rules. The expected date of despatch of the 2023 Annual Report will be announced as and when appropriate.

### **Non-publication of management accounts**

Rule 13.49(3) of the Listing Rules provides that where an issuer is unable to make an announcement of its preliminary results, it should, so far as the information is available, announce its results for the financial year based on financial results which have yet to be agreed with the auditors.

Nonetheless, the Board has decided, after due and careful consideration, that it would not be appropriate for the Company to publish the unaudited management accounts of the Group for the year ended 31 December 2023 (the “**2023 Unaudited Management Accounts**”) at this juncture as there may be significant adjustments to the 2023 Unaudited Management Accounts, rendering them incapable of truly and fairly reflecting the financial performance and position of the Group, which could cause confusion and be misleading to the Shareholders and any potential investors.

### **Postponement of Board meeting**

As the publication of the 2023 Annual Results is not expected to be completed by 31 March 2024, the Board hereby announces that the meeting of the Board originally scheduled to be held on Thursday, 28 March 2024 will be postponed. The Company will publish further announcement(s) to inform the Shareholders of the date of Board meeting as and when appropriate.

## **Suspension of Trading**

Pursuant to Rule 13.50 of the Listing Rules, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) will normally require suspension of trading in an issuer’s securities if an issuer fails to publish periodic financial information in accordance with the Listing Rules, and the suspension will normally remain in force until the issuer publishes an announcement containing the requisite financial information. As such, trading in the shares of the Company on the Stock Exchange is expected to be suspended from 9:00 a.m. on 2 April 2024, until the publication of the 2023 Annual Results Announcement.

**Shareholders and potential investors should exercise caution when investing or dealing in the securities of the Company.**

By order of the Board  
**Sandmartin International Holdings Limited**  
**Kuo Jen Hao**  
*Chairman*

Hong Kong, 28 March 2024

As at the date of this announcement, the directors of the Company are:

*Executive Directors*

Mr. Hung Tsung Chin and Mr. Chen Wei Chun

*Non-Executive Director*

Mr. Kuo Jen Hao (Chairman)

*Independent Non-Executive Directors*

Mr. Wu Chia Ming, Ms. Chen Wei-Hui and Mr. Lu Ming-Shiuan

*\* For identification purpose only*