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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)

(1) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR; AND (2) CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board announces that, with effect from 23 December 2022:

- (1) Mr. Ding Jin-Huei has resigned as an INED, the chairman of the Audit Committee and a member of each of the Nomination Committee and the Remuneration Committee; and
- (2) Ms. Chen Wei-Hui has been appointed as an INED, the chairperson of the Audit Committee and a member of each of the Nomination Committee and the Remuneration Committee.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**” and each, a “**Director**”) of Sandmartin International Holdings Limited (the “**Company**”) announces that Mr. Ding Jin-Huei (“**Mr. Ding**”) has tendered his resignation as an independent non-executive Director (the “**INED**”), the chairman of the audit committee (the “**Audit Committee**”) and a member of each of the nomination committee (the “**Nomination Committee**”) and the remuneration committee (the “**Remuneration Committee**”) of the Board due to his personal business commitment with effect from 23 December 2022.

Mr. Ding has confirmed that (i) he has no disagreement with the Board; and (ii) there are no matters with respect to his resignation that need to be brought to the attention of the Stock Exchange or the shareholders of the Company (the “**Shareholders**”).

The Board expresses its appreciation to Mr. Ding for his contributions to the Board during his tenure of service.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Ms. Chen Wei-Hui (“**Ms. Chen**”) has been appointed as an INED with effect from 23 December 2022. The biographical details of Ms. Chen are set forth as follows:

Ms. Chen, aged 45, was conferred the Master’s degree of Accounting from National Chengchi University in 2002 and Bachelor’s degree of Accounting from Fu Jen Catholic University in 1999, both in Taiwan. Ms. Chen is a certified public accountant of the Republic of China, a Certified Internal Auditor of The Institute of Internal Auditors-Chinese Taiwan and a Land Administration Agent of the Republic of China. Ms. Chen is a Land Administration Agent of Canaan Land Registration Office since 2022 and was an Assistant Vice President of Taipei Exchange from 2005 to 2022 and Audit Assistant Manager of Deloitte and Touche of Taiwan from 2002 to 2005.

Ms. Chen has entered into a letter of appointment with the Company for a term of three years commencing on 23 December 2022. Pursuant to the letter of appointment, Ms. Chen is entitled to an annual remuneration of HK\$120,000. Her remuneration package has been determined by the Board by reference to her qualifications, experience and duties and responsibilities as well as the prevailing market conditions. Such remuneration has been recommended by the Remuneration Committee and approved by the Board and will be reviewed by the Remuneration Committee and the Board on an annual basis. Ms. Chen is subject to retirement by rotation and re-election in accordance with the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and the bye-laws of the Company.

Ms. Chen has confirmed that she meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Following the appointment of Ms. Chen taking effect, the Board has achieved gender diversity and thus fulfils the requirement under Rule 13.92 of the Listing Rules.

Save as disclosed above, as at the date of this announcement, Ms. Chen does not (i) hold any other positions in the Company or any of its subsidiaries; (ii) has any relationships with the Directors, senior management, substantial shareholders or controlling shareholders (as

defined under the Listing Rules) of the Company; (iii) hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; and (iv) have or deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong. There are no other matters concerning the appointment of Ms. Chen that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board announces that Ms. Chen has been appointed as the chairperson of the Audit Committee and a member of each of the Nomination Committee and the Remuneration Committee with effect from 23 December 2022.

The Board would like to take this opportunity to express its warmest welcome to Ms. Chen on her joining of the Board.

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

Hong Kong, 23 December 2022

As at the date of this announcement, the Directors are:

Executive Directors

Mr. Hung Tsung Chin and Mr. Chen Wei Chun

Non-Executive Director

Mr. Kuo Jen Hao (*Chairman*)

INEDs

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

* *For identification purpose only*