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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)**

**DELAY IN DESPATCH OF CIRCULAR;  
AND  
REVISED TIMETABLE IN RELATION TO  
(1) PROPOSED RIGHTS ISSUE ON THE BASIS OF  
THREE (3) RIGHTS SHARES FOR EVERY TWO (2) SHARES  
HELD ON THE RECORD DATE;  
(2) CONNECTED TRANSACTION IN RELATION TO  
THE UNDERWRITING AGREEMENT;  
(3) APPLICATION FOR WHITEWASH WAIVER; AND  
(4) SPECIAL DEAL**

**Financial adviser to the Company**



禹銘投資管理有限公司  
YU MING INVESTMENT MANAGEMENT LIMITED

Reference is made to the announcements of Sandmartin International Holdings Limited (the “**Company**”) dated 27 March 2023 (the “**Announcement**”) and 17 April 2023 in relation to, among other matters, the Rights Issue, the Underwriting Agreement, the Placing Agreement, the Whitewash Waiver and the Special Deal and the delay in despatch of the Circular. Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

\* *For identification purpose only*

## REVISED EXPECTED TIMETABLE

As disclosed in the announcement of the Company dated 17 April 2023, the Company has applied to the Executive for its consent to extend the time limit for the despatch of the Circular as required by Rule 8.2 of the Takeovers Code from 17 April 2023 to no later than 28 April 2023. On 19 April 2023, the Executive has granted such consent to the Company. The expected timetable for the proposed Rights Issue, as revised, is set out below:

<b>Event</b>	<b>Date (Hong Kong time) 2023</b>
Despatch of the Circular together with notice of SGM and proxy form for SGM .....	Friday, 28 April
Latest time for lodging transfer documents of the Shares to qualify for attendance and voting at the SGM .....	4:30 p.m. on Monday, 15 May
Closure of register of members of the Company for determining the identity of the Shareholders entitled to attend and vote at the SGM (both dates inclusive) .....	Tuesday, 16 May to Monday, 22 May
Latest time for lodging proxy forms for the SGM .....	11:00 a.m. on Saturday, 20 May
Record date for attendance and voting at the SGM .....	Monday, 22 May
Expected date and time of the SGM .....	11:00 a.m. on Monday, 22 May
Announcement of the poll results of the SGM .....	Monday, 22 May
Register of members re-opens .....	Tuesday, 23 May
Last day of dealings in the Shares on a cum-entitlement basis relating to the Rights Issue .....	Tuesday, 23 May
First day of dealings in Shares on an ex-entitlement basis relating to the Rights Issue .....	Wednesday, 24 May

Latest time for the Shareholders to lodge transfer documents of Shares in order to be qualified for the Rights Issue .....	4:30 p.m. on Thursday, 25 May
Closure of register of members to determine the eligibility of the Rights Issue (both dates inclusive) .....	Monday, 29 May to Friday, 2 June
Record date for the Rights Issue .....	Friday, 2 June
Register of members re-opens .....	Monday, 5 June
Despatch of the Prospectus Documents (including the PAL and the Prospectus) (in case of the Non-Qualifying Shareholders, the Prospectus only) .....	Monday, 5 June
First day of dealings in nil-paid Rights Share .....	Wednesday, 7 June
Latest time for splitting the PAL .....	4:30 p.m. on Friday, 9 June
Last day of dealing in nil-paid Rights Shares .....	Wednesday, 14 June
Latest time for lodging transfer documents of nil-paid Rights Shares in order to qualify for the Compensatory Arrangements .....	4:00 p.m. on Monday, 19 June
Latest time for acceptance of and payment for the Rights Shares .....	4:00 p.m. on Monday, 19 June
Announcement of the number of Unsubscribed Rights Shares .....	Wednesday, 21 June
Commencement of placing of Unsubscribed Rights Shares by the Placing Agent .....	Friday, 23 June

Latest time of placing of the Unsubscribed  
Rights Shares by the Placing Agent ..... 4:00 p.m. on  
Wednesday, 28 June

Latest time for terminating the Underwriting  
Agreement and for the Rights Issue  
to become unconditional ..... 4:00 p.m. on  
Wednesday, 28 June

Announcement of results of the Rights Issue  
(including results of the placing of  
Unsubscribed Rights Shares and the  
amount of the Net Gain per Unsubscribed Rights Share  
under the Compensatory Arrangements) ..... Tuesday, 4 July

Despatch of share certificates for  
fully-paid Rights Shares ..... Wednesday, 5 July

Refund cheques, if any, to be despatched  
(if the Rights Issue is terminated) ..... Wednesday, 5 July

Commencement of dealings in fully-paid Rights Shares ..... 9:00 a.m. on  
Thursday, 6 July

Payment of the Net Gain to relevant No  
Action Shareholders (if any) or  
Non-Qualifying Shareholders (if any) ..... Tuesday, 18 July

**This timetable is indicative only and may be extended or varied. Any change to the expected timetable above will be announced by the Company as and when appropriate.**

#### **CHANGE OF BOOK CLOSURE PERIODS AND THE RECORD DATE**

The Shareholders and the public should note that the book closure periods and the Record Date as stated in the Announcement have been changed as follows: (i) the register of members of the Company will be closed from Tuesday, 16 May 2023 to Monday, 22 May 2023 (both dates inclusive) for determining the identity of the Shareholders entitled to attend and vote at the SGM; and (ii) the Record Date for determining entitlements to the Rights Issue is now changed to Friday, 2 June 2023 and the register of members of the Company will be closed from Monday, 29 May 2023 to Friday, 2 June 2023 (both days inclusive) for this purpose. No transfer of Shares will be registered during these periods.

## **WARNING OF THE RISKS OF DEALING IN THE SHARES AND THE RIGHTS SHARES**

**Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon, among other things, the Underwriting Agreement having become unconditional and the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof (a summary of which is set out in the sub-section headed “Termination of the Underwriting Agreement” under the section headed “The Underwriting Agreement” in the Announcement). Accordingly, the Rights Issue may or may not proceed.**

**Any party who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s). Any Shareholder or other person dealing in the Shares or in the nil-paid Rights Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled (and the date on which the Underwriter’s right of termination of the Underwriting Agreement ceases) will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.**

**Shareholders and potential investors are advised to exercise caution when dealing in the Shares and the nil-paid Right Shares.**

By order of the Board  
**SANDMARTIN INTERNATIONAL HOLDINGS LIMITED**  
**Kuo Jen Hao**  
*Chairman*

Hong Kong, 20 April 2023

*As at the date of this announcement, the Board comprises Mr. Hung Tsung Chin and Mr. Chen Wei Chun as executive Directors, Mr. Kuo Jen Hao as non-executive Director and Mr. Wu Chia Ming, Ms. Chen Wei-Hui and Mr. Lu Ming-Shiuan as independent non-executive Directors. The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*