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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)**

**PROPOSED ADOPTION OF  
AMENDED AND RESTATED BYE-LAWS OF THE COMPANY**

This announcement is made by Sandmartin International Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend the existing bye-laws of the Company (the “**Existing Bye-laws**”), among others, to conform to the amended Appendix 3 to the Listing Rules which came into effect on 1 January 2022 and making consequential amendments in line with the proposed amendments (collectively, the “**Proposed Amendments**”). The Board proposes that the Company adopts a new set of bye-laws (the “**Amended Bye-laws**”) in substitution for, and to the exclusion of, the Existing Bye-laws.

The Proposed Amendments are prepared in English and the Chinese translation is for reference only. In case there are any inconsistencies between the English version and the Chinese version of the Proposed Amendments, the English version shall prevail.

The proposed adoption of the Amended Bye-laws is subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting of the Company to be held in due course (the “**AGM**”) and shall take effect on the date the relevant special resolution is approved at the AGM.

A circular containing, among other things, details of the Proposed Amendments and a notice of the AGM will be despatched to the Shareholders in due course.

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

Hong Kong, 24 May 2023

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*)

*Independent Non-Executive Directors*

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

\* *For identification purpose only*