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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting (the "**SGM**") of Sandmartin International Holdings Limited (the "**Company**") will be held at Industrial Zone No. 3, No. 16 Qianjin Erlu, Xin Qian Jin Village, Tanzhou Town, Zhongshan, Guangdong Province, the People's Republic of China at 3:00 p.m. on Monday, 23 March 2026 for the purpose of considering, if thought fit, passing with or without amendments, the following resolutions of the Company. Unless otherwise stated, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 27 February 2026 (the "**Circular**"):

SPECIAL RESOLUTION

1. "**THAT** subject to and conditional upon: (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") granting the listing of, and permission to deal in, the Adjusted Shares (as defined below) arising from the Capital Reorganisation (as defined below); and (ii) where applicable, the compliance by the Company with section 46(2) of the Companies Act 1981 of Bermuda (the "**Companies Act**") and the Listing Rules to effect the Capital Reorganisation (as defined below), with effect from the second business day immediately following the day of passing of this resolution (the "**Effective Date**"):

   (a) every ten (10) issued and unissued ordinary shares of par value of HK$0.10 each (the "**Existing Share(s)**") in the share capital of the Company be consolidated into one (1) ordinary share of par value of HK$1.00 (the "**Consolidated Share(s)**") (the "**Share Consolidation**");

* *For identification purpose only*

(b) immediately following the Share Consolidation becoming effective, the issued share capital of the Company be reduced by (a) rounding down the total number of Consolidated Shares in the issued share capital of the Company to the nearest whole number by cancelling any fraction of a Consolidated Share in the issued share capital of the Company; and (b) cancelling the paid-up share capital of the Company to the extent of HK$0.90 on each of the then issued Consolidated Shares such that the par value of each issued Consolidated Share will be reduced from HK$1.00 to HK$0.10 (the "**Capital Reduction**") and the credit arising from the Capital Reduction will be credited to the contributed surplus account of the Company within the meaning of the Companies Act (the "**Contributed Surplus Account**") for use by the directors of the Company (the "**Directors**") in any manner as permitted by applicable laws and the bye-laws of the Company in effect from time to time without further authorisation from the shareholders of the Company and all such actions in relation thereto be approved, ratified and confirmed;

(c) immediately following the Capital Reduction becoming effective, each of the then authorised but unissued Consolidated Shares of par value of HK$1.00 each in the share capital of the Company be subdivided into ten (10) authorised but unissued shares of par value of HK$0.10 each in the share capital of the Company (the "**Adjusted Share(s)**") such that the authorised share capital of the Company will be HK$1,000,000,000 divided into 10,000,000,000 Adjusted Shares of par value of HK$0.10 each (the "**Share Subdivision**") immediately following the Share Subdivision becoming effective and such Adjusted Share(s) shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the bye-laws of the Company;

(d) the entire amount standing to the credit of the share premium account of the Company be reduced to nil with the credit arising therefrom to be transferred to the Contributed Surplus Account (the "**Share Premium Reduction**", together with the Share Subdivision, Share Consolidation and the Capital Reduction, the "**Capital Reorganisation**");

(e) any one of the directors of the Company be and is hereby authorised to apply any credit balance of the Contributed Surplus Account to eliminate or to set off the accumulated losses of the Company as at the Effective Date and/or to apply the credit of the Contributed Surplus Account in such other manner as he/she considers appropriate as permitted by the bye-laws of the Company in effect from time to time and all applicable laws without further authorisation from the shareholders of the Company and all such actions in relation thereto be approved, confirmed and ratified; and

(f) any one of the directors of the Company be and is hereby authorised to do all such acts and things and execute and deliver all such documents, which are ancillary to the Capital Reorganisation, on behalf of the Company, including under common seal where applicable, as such director may consider necessary, desirable or expedient to carry out or give effect to any or all of the foregoing arrangements in respect of the Capital Reorganisation."

ORDINARY RESOLUTION

2. "**THAT** subject to and conditional upon the passing of the resolution numbered 1, and the fulfilment of all the conditions set out in the letter from the board under the heading "Conditions of the Rights Issue" in the circular of the Company dated 27 February 2026:

(a) the allotment and issue of up to 123,040,372 Adjusted Shares of HK$0.10 each (the "**Rights Shares**" and each a "**Rights Share**") pursuant to an offer by way of rights (the "**Rights Issue**") to the shareholders of the Company (the "**Shareholders**") at the subscription price of HK$0.75 per Rights Share (the "**Subscription Price**") on the basis of one (1) Rights Share for every one (1) Adjusted Share held by the Shareholders ("**Qualifying Shareholders**") whose names appear on the register of members of the Company on 8 April 2026, or such other date as may be determined by the Company for determining entitlements of Shareholders to participate in the Rights Issue (the "**Record Date**"), as described in further details in a circular issued by the Company dated 27 February 2026 (a copy of which has been produced to the SGM marked "A" and signed by the chairman of the SGM for the purpose of identification), save for the Shareholders whose addresses as of the Record Date are outside of Hong Kong (if any) to whom the directors of the Company (the "**Directors**"), based on legal opinions to be provided by the legal advisers to the Company, consider it necessary or expedient not to offer the Rights Shares on account either of the legal restrictions under the laws of the relevant place(s) of their registered address(es) or the requirements of the relevant regulatory body(ies) or stock exchange(s) in such place(s) ("**Non-Qualifying Shareholders**"), and on and subject to such terms and conditions as may be determined by the Directors, be and is hereby approved, confirmed and ratified;

(b) the placing agreement dated 12 February 2026 (the "**Placing Agreement**") entered into between the Company and Morton Securities Limited (the "**Placing Agent**") in relation to the placing of those Rights Shares that are not successfully sold by the Company (the "**Unsubscribed Rights Shares**") and/or the Rights Share(s) which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders in nil-paid form (the "**NQS Rights Shares**") at the placing price of not less than the Subscription Price on a best effort basis (a copy of the Placing Agreement marked "B" has been produced to this SGM and initialed by the chairman of this SGM for the purpose of identification), and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;

(c) the board of Directors or a committee thereof be and is hereby authorised to allot and issue the Rights Shares pursuant to or in connection with the Rights Issue notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the existing Shareholders and, in particular, the Directors may make such exclusions or other arrangements in relation to any Non-Qualifying Shareholders, and to do all such acts and things or make such arrangements as it considers necessary, desirable or expedient to give effect to any or all other transactions contemplated in this resolution; and

(d) any one of the Directors be and is hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Rights Issue or the Placing Agreement, as such Director may consider necessary, desirable or expedient to implement or give effect to any matters in connection with the Rights Issue, the Placing Agreement and any transactions contemplated thereunder."

On behalf of the Board
Sandmartin International Holdings Limited
Kuo Jen Hao
Chairman

Hong Kong, 27 February 2026

Registered Office:
Clarendon House 2
Church Street
Hamilton HM 11, Bermuda

Principal Place of Business in Hong Kong:
Unit 516, 5/F., Peninsula Centre,
67 Mody Road
Tsim Sha Tsui East, Kowloon
Hong Kong

Notes:

(1) A member of the Company entitled to attend and vote at the SGM is entitled to appoint in written form one or, if he is the holder of two or more shares (the "**Shares**") of the Company, more than one proxy(ies) to attend and vote instead of him. A proxy need not be a member of the Company.

(2) In order to be valid, the instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised to sign the same, and must be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company (the "**Hong Kong Share Registrar**"), Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong not less than fortyeight (48) hours before the time appointed for holding the SGM (i.e. by 3:00 p.m. on Saturday, 21 March 2026) or any adjournment thereof.

(3) For determining the entitlement of the Shareholders to attend and vote at the SGM, the register of members will be closed from Tuesday, 17 March 2026 to Monday, 23 March 2026 (both days inclusive) during which period no transfer of shares will be registered. In order to be eligible for attending and voting at the SGM, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Monday, 16 March 2026.

(4) Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting at the SGM or any adjournment thereof.

(5) In the case of joint holders of Share, any one of such persons may vote at the SGM, either personally or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting in person or by proxy, that one of the said persons so present whose names stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.

(6) If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or "extreme conditions after super typhoons" announced by the Government of Hong Kong is/are in effect any time after 10:00 a.m. on the date of the SGM, the meeting will be postponed. The Company will publish an announcement on the website of the Company at http:// www.sandmartin.com.hk and on the website of the Stock Exchange at http://www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.

(7) In case of discrepancy between the English version and the Chinese version of this notice of the SGM, the English version shall prevail.

As at the date of this notice, 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