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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)

POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 23 MARCH 2026

Financial adviser to the Company

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

References are made to the circular (the "**Circular**") and the notice (the "**Notice**") of the special general meeting of Sandmartin International Holdings Limited (the "**Company**"), both dated 27 February 2026. Unless otherwise specified herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE SGM

The Board is pleased to announce that each of the proposed resolutions as set out in the Notice (the "**Resolution(s)**") was duly passed by the Shareholders or the Independent Shareholders, as the case may be, by way of poll at the SGM held on 23 March 2026.

As at the date of the SGM, the total number of issued Shares was 1,230,403,725 Shares.

There were (a) no treasury shares held by the Company (including any treasury shares held or deposited with CCASS) as at the date of the SGM; and (b) no repurchased Shares which are pending cancellation and should be excluded from the total number of issued Shares for the purpose of the SGM, and as such no voting rights of treasury shares and repurchased Shares pending cancellation have been exercised at the SGM.

In respect of Resolution numbered 1, as no Shareholder was required under the Listing Rules to abstain from voting in favour of such Resolution at the SGM, there were a total 1,230,403,725 Shares entitling the Shareholders to attend and vote for or against Resolution numbered 1 at the SGM.

In respect of Resolution numbered 2, as disclosed in the Circular and in accordance with the Listing Rules, First Steamship (being a controlling shareholder of the Company) and its associates (including Grand Citi), and Allied Group Limited (being the owner of Lender B) were required to and had abstained from voting in favour of such Resolution at the SGM. The total number of Shares entitling the Shareholders to attend and vote for or against Resolution numbered 2 at the SGM was therefore 689,877,187 Shares.

Save as disclosed above, (i) no other Shareholder is involved or interested in or has a material interest in the Capital Reorganisation, the Rights Issue, the Placing Agreement and the transactions contemplated thereunder and, hence, was required under the Listing Rules to abstain from voting on the Resolutions at the SGM; (ii) there was no Share entitling any Shareholder to attend but abstain from voting in favour of the Resolutions at the SGM as set out in Rule 13.40 of the Listing Rules; (iii) no other Shareholders had stated their intention in the Circular to vote against or to abstain from voting on the Resolutions at the SGM; and (iv) there were no restrictions on any Shareholders casting votes on any of the Resolutions at the SGM.

Full text of the Resolutions is set out in the Notice, a copy of which is set out in the Circular. The poll results in respect of the respective Resolutions proposed at the SGM were as follows:

SPECIAL RESOLUTION		**Number of Votes (%)** *(Note)*	
		FOR	**AGAINST**
1.	To approve the proposed Capital Reorganisation as set out in the Notice.	658,067,288 (100%)	0 (0%)
ORDINARY RESOLUTION		**Number of Votes (%)** *(Note)*	
		FOR	**AGAINST**
2.	To approve, confirm and ratify the proposed Rights Issue, the Placing Agreement, and the transactions contemplated thereunder as set out in the Notice.	140,000,750 (100%)	0 (0%)

Note: The number of votes and the percentage of the voting as stated above are based on the total number of Shares held by the Shareholders who attended and voted at the SGM in person, by authorised representative or by proxy.

As more than 75% of the votes were cast in favour of the Resolution numbered 1, such Resolution was duly passed as a special resolution of the Company by the Shareholders at the SGM.

As more than 50% of the votes were cast in favour of the Resolution numbered 2, such Resolution was duly passed as an ordinary resolution of the Company by the Independent Shareholders at the SGM.

The Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, was appointed as the scrutineer at the SGM for the purpose of vote-taking.

Apart from Mr. Lu Ming-Shiuan who did not attend the SGM due to other business commitments, the Directors all attended the SGM in person or via electronic means.

UPDATE ON THE CAPITAL REORGANISATION

Subsequent to the passing of the Resolution numbered 1, the Capital Reorganisation remains subject to certain conditions as set out in the paragraph headed "Conditions of the Capital Reorganisation" in the letter from the Board in the Circular. Further announcement(s) will be made by the Company to inform the Shareholders of the effective date of the Capital Reorganisation as and when appropriate.

COMMENCEMENT OF DEALINGS IN THE SHARES ON AN EX-RIGHT BASIS AND DESPATCH OF THE PROSPECTUS DOCUMENTS

Pursuant to the expected timetable set out in the Circular, it is expected that the last day of dealings in the Shares on a cum-rights basis is Wednesday, 25 March 2026. The Shares will be dealt with on an ex-rights basis from Thursday, 26 March 2026. The Prospectus Documents are expected to be despatched to the Qualifying Shareholders (in the case of the Non-Qualifying Shareholders, the Prospectus for information only) on Thursday, 9 April 2026.

WARNING OF THE RISKS OF DEALINGS IN THE SHARES, THE ADJUSTED SHARES AND THE NIL-PAID RIGHTS SHARES

Shareholders and potential investors of the Company should note that the Capital Reorganisation and the Rights Issue are conditional upon the satisfaction of the conditions set out in the paragraphs headed "Conditions of the Capital Reorganisation" and "Conditions of the Rights Issue" in the Circular. Therefore, the Capital Reorganisation and the Rights Issue may or may not proceed.

The Shares are expected to be dealt in on an ex-rights basis from Thursday, 26 March 2026. Dealings in the Rights Shares in nil-paid form are expected to take place from Monday, 13 April 2026 to Monday, 20 April 2026. Any Shareholder or other person contemplating the transferring, selling or purchasing of the Shares and/or Rights Shares in their nil-paid form is advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares.

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, the Adjusted Shares or the nil-paid Rights Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled 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, 23 March 2026

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*