To be valid, the whole of this document must be returned.

本文件必須整份交還，方為有效。

IMPORTANT

重要提示

Reference is made to the prospectus issued by Sandmartin International Holdings Limited (the "**Company**") dated 9 April 2026 in relation to the Rights Issue (the "**Prospectus**"). Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires.

茲提述聖馬丁國際控股有限公司(「**本公司**」)日期為二零二六年四月九日就供股刊發之供股章程(「**供股章程**」)。除文義另有所指外，供股章程所界定之詞彙與本文件所採用者具有相同涵義。

A copy of this PAL, together with a copy of the Prospectus and the written consent referred to under the paragraph headed "Expert and Consent" in Appendix III to the Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the laws of Hong Kong). The Registrar of Companies in Hong Kong, the Stock Exchange and the Securities and Futures Commission of Hong Kong take no responsibility for the contents of any of these documents.

本暫定配額通知書連同供股章程以及供股章程附錄三內「專家及同意書」一段所列之同意書，已根據香港法例第32章公司(清盤及雜項條文)條例第342C條之規定送呈香港公司註冊處處長登記。香港公司註冊處處長、聯交所及香港證券及期貨事務監察委員會對任何該等文件之內容概不負責。

THIS PROVISIONAL ALLOTMENT LETTER ("**PAL**") IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL EXPIRES AT 4:00 P.M. ON THURSDAY, 23 APRIL 2026 (OR, UNDER BAD WEATHER AND/OR EXTREME CONDITIONS, SUCH LATER TIME OR DATE AS MENTIONED IN THE PARAGRAPH HEADED "EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES" OVERLEAF).

此乃有價值及可轉讓之暫定配額通知書(「**暫定配額通知書**」)，並須　閣下即時處理。本暫定配額通知書所載之要約將於二零二六年四月二十三日(星期四)下午四時正(或於惡劣天氣及／或極端情況下，則於背頁「惡劣天氣對接納供股股份並繳付股款之最後時限之影響」一段所述之有關較後時間或日期)屆滿。

IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS PAL OR AS TO THE ACTION TO BE TAKEN, OR IF YOU HAVE SOLD OR TRANSFERRED ALL OR PART OF YOUR SHARES IN THE COMPANY, YOU SHOULD CONSULT YOUR STOCKBROKER, LICENSED SECURITIES DEALER OR REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER(S).

閣下如對本暫定配額通知書任何方面或應採取之行動有任何疑問或　閣下如已出售或轉讓　閣下於本公司之全部或部分股份，應諮詢　閣下之股票經紀、持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this PAL, make no representation as to its accuracy or completeness, and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this PAL.

香港交易及結算所有限公司、聯交所及香港結算對本暫定配額通知書之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本暫定配額通知書全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

Dealings in the Shares and the Rights Shares in both nil-paid and fully-paid forms may be settled through CCASS established and operated by HKSCC and you should consult your stockbroker or other registered securities dealer, bank manager, solicitor, professional accountant or other professional advisers for details of the settlement arrangements and how such arrangements may affect your rights and interests.

股份以及未繳股款及繳足股款供股股份之買賣可透過香港結算成立及運作之中央結算系統交收。　閣下應就該等交收安排之詳情及該等安排如何影響　閣下之權利及權益，諮詢　閣下之股票經紀或其他註冊證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

倘未繳股款及繳足股款供股股份獲准於聯交所上市及買賣，並符合香港結算之證券收納規定後，未繳股款及繳足股款供股股份將獲香港結算接納為合資格證券，自未繳股款及繳足股款供股股份各自於聯交所開始買賣之日期或於香港結算釐定之有關其他日期起，可於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日之交易必須於其後第二個交易日於中央結算系統交收。於中央結算系統進行之所有活動均須依據不時生效之中央結算系統一般規則及中央結算系統運作程序規則進行。

Form A
表格甲

Branch share registrar and transfer office in Hong Kong:
Boardroom Share Registrars (HK) Limited
2103B, 21/F
148 Electric Road
North Point
Hong Kong

香港股份過戶登記分處：
寶德隆證券登記有限公司
香港
北角
電氣道148號
21樓2103B室

Sandmartin International Holdings Limited
聖馬丁國際控股有限公司*

(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)

(Stock Code: 482)
(股份代號：482)

RIGHTS ISSUE ON THE BASIS OF
ONE (1) RIGHTS SHARE FOR EVERY ONE (1) ADJUSTED SHARE
HELD ON THE RECORD DATE
AT THE SUBSCRIPTION PRICE OF HK$0.75 PER RIGHTS SHARE
按於記錄日期每持有一(1)股經調整股份
獲發一(1)股供股股份之基準
以認購價每股供股股份0.75港元進行供股

PAYABLE IN FULL ON ACCEPTANCE BY
NOT LATER THAN 4:00 P.M. ON THURSDAY, 23 APRIL 2026
股款最遲須於二零二六年四月二十三日(星期四)下午四時正
接納時全數繳足

PROVISIONAL ALLOTMENT LETTER
暫定配額通知書

Registered office:
註冊辦事處：
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head Office and Principal Place of Business in Hong Kong:
Unit 516
5th Floor
Peninsula Centre
67 Mody Road
Tsim Sha Tsui East
Kowloon
Hong Kong

總辦事處及香港主要營業地點：
香港
九龍
尖沙咀東
麼地道67號
半島中心
5樓
516室

9 April 2026
二零二六年四月九日

Name(s) and address of the Qualifying Shareholder(s)
合資格股東之姓名及地址

Provisional Allotment Letter No.
暫定配額通知書編號

Number of Shares registered in your name(s) on Wednesday, 8 April 2026
於二零二六年四月八日(星期三)登記於　閣下名下之股份數目

Box A
甲欄

Number of Rights Shares provisionally allotted to you subject to payment in full on acceptance by not later than 4:00 p.m. on Thursday, 23 April 2026
暫定配發予　閣下之供股股份數目，股款最遲須於二零二六年四月二十三日(星期四)下午四時正接納時繳足

Box B
乙欄

Total subscription monies payable in full upon acceptance
於接納時應繳足之認購股款總額

Box C
丙欄

HK$
港元

Name of bank on which cheque/cashier's order is drawn:
支票／銀行本票之付款銀行名稱：_____

Cheque/cashier's order number:
支票／銀行本票號碼：_____

Contact Telephone No.:
聯絡電話號碼：_____

* *For identification purpose only*
* *僅供識別*

IN THE EVENT OF A TRANSFER OF RIGHT(S) TO SUBSCRIBE FOR RIGHTS SHARE(S), HONG KONG AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR A TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO HONG KONG AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF HONG KONG AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE RIGHT(S) TO SUBSCRIBE FOR THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.
如轉讓供股股份之認購權，每項買賣均須繳付香港從價印花稅。除以出售形式外，饋贈或轉讓實益擁有之權益亦須繳付香港從價印花稅。在登記轉讓本文件所代表之認購供股股份之權利前，須出示已繳付香港從價印花稅之證明。

FORM OF TRANSFER AND NOMINATION
轉讓及提名表格

Form B
表格乙

(To be completed and signed only by Qualifying Shareholder(s) who wish(es) to transfer all of his/her/its/their right(s) to subscribe for the Rights Share(s) comprised herein)
(只供擬轉讓其／彼等全部供股股份認購權之合資格股東填寫及簽署)

To: The Directors
Sandmartin International Holdings Limited
致： **聖馬丁國際控股有限公司**
列位董事　台照

Dear Sir/Madam,

I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this PAL to the person (s) accepting the same and signing the registration application form (Form C) below.

敬啟者：

本人／吾等謹將本暫定配額通知書所列本人／吾等之供股股份之認購權全數轉讓予接受此權利並簽署下列登記申請表格(表格丙)之人士。

1. _____ 2. _____ 3. _____ 4. _____

Signature (s) of Shareholder (s)(all joint Shareholders must sign)股東簽署 (所有聯名股東均須簽署)

Date: _____ 2026
日期：二零二六年 _____月_____日

Hong Kong stamp duty of HK$5.00 and ad valorem stamp duty is payable in connection with the transfer of your rights to subscribe for the Rights Shares.
閣下轉讓供股股份之認購權須繳付香港印花稅5.00港元及從價印花稅。

REGISTRATION APPLICATION FORM
登記申請表格

Form C
表格丙

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares have been transferred)
(僅供已獲轉讓供股股份認購權之人士填寫及簽署)

To: The Directors
Sandmartin International Holdings Limited
致： **聖馬丁國際控股有限公司**
列位董事　台照

Dear Sirs,
I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s). I/We agree to accept the same on the terms embodied in this PAL and the Prospectus and subject to the memorandum of association and bye-laws of the Company.
敬啟者：
本人／吾等謹請　閣下將表格甲內乙欄所列之供股股份數目，登記於本人／吾等名下。本人／吾等同意按照本暫定配額通知書及供股章程所載條款，以及在　貴公司之組織章程大綱及細則之規限下，接納此等供股股份。

Existing Shareholder(s) Please mark "X" in this box 現有股東請在本欄內填上「X」號	

To be completed in **BLOCK** letters in **ENGLISH**. Joint applicants should give the address of the first-named applicant only. 請用**英文正楷**填寫。聯名申請人只須填報排名首位之申請人地址。 For Chinese applicant(s), please provide your name(s) in both English and Chinese 中國籍申請人請同時填寫中英文姓名			
Name in English 英文姓名	Family Name or Company Name 姓氏或公司名稱 Other name(s) 名字	Name in Chinese 中文姓名	
Name(s) of joint applicant(s) (if any) 聯名申請人姓名(如有)			
Address in English (Joint applicants should give the address of first-named applicant only) 英文地址(聯名申請人只須填報排名首位之申請人地址)			
Occupation 職業		Tel. No. 電話號碼	
Dividend Instructions 股息指示			
Name and address of bank 銀行名稱及地址		Bank account number 銀行賬戶號碼	

1. _____ 2. _____ 3. _____ 4. _____

Signature(s) of applicant(s) (all joint applicant(s) must sign) 申請人簽署 (所有聯名申請人均須簽署)

Date: _____ 2026
日期：二零二六年 _____月_____日

Hong Kong ad valorem stamp duty is payable in connection with the acceptance of your rights to subscribe for the Rights Shares.
閣下接納供股股份之認購權須繳付香港從價印花稅。

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TO ACCEPT THIS PROVISIONAL ALLOTMENT OF RIGHTS SHARES IN FULL, YOU MUST LODGE THIS PAL INTACT WITH THE REGISTRAR, BOARDROOM SHARE REGISTRARS (HK) LIMITED, AT 2103B, 21/F, 148 ELECTRIC ROAD, NORTH POINT, HONG KONG, TOGETHER WITH A REMITTANCE BY CHEQUE OR CASHIER'S ORDER IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C ABOVE SO AS TO BE RECEIVED BY THE REGISTRAR BY NOT LATER THAN 4:00 P.M. ON THURSDAY, 23 APRIL 2026 (OR, UNDER BAD WEATHER AND/OR EXTREME CONDITIONS, SUCH LATER TIME AND/OR DATE AS MENTIONED IN THE PARAGRAPH HEADED "**EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES**" OVERLEAF). ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS BY CHEQUES WHICH MUST BE DRAWN ON AN ACCOUNT WITH, OR BY CASHIER'S ORDERS WHICH MUST BE ISSUED BY, A LICENSED BANK IN HONG KONG AND MADE PAYABLE TO "**SANDMARTIN INTERNATIONAL HOLDINGS LIMITED**" AND CROSSED "**ACCOUNT PAYEE ONLY**". INSTRUCTIONS ON TRANSFER AND SPLITTING ARE SET OUT OVERLEAF. NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCE.

The Rights Issue is subject to the fulfilment of the conditions set out under the paragraph headed "Conditions of the Rights Issue" in the "Letter from the Board" in the Prospectus. If any of the conditions of the Rights Issue are not fulfilled at or before 4:00 p.m. on Monday, 4 May 2026 (or such later time and/or date as the Company may determine), the Rights Issue will not proceed.

Dealings in the Rights Shares in the nil-paid forms will take place from Monday, 13 April 2026 to Monday, 20 April 2026 (both dates inclusive) on the Stock Exchange. Any Shareholders or other persons dealing in the Shares or in the Rights Shares in the nil-paid form up to the date on which all 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. If the Rights Issue fails to proceed, the subscription monies received will be returned to the applicants by cheques without interest by ordinary post to their registered addresses at the risk of such persons. Any Shareholders or other persons contemplating transferring, selling or purchasing Shares and/or Rights Shares in the nil-paid form during such periods are recommended to consult their professional advisers.

閣下如欲接納全部供股股份之暫定配額，必須將本暫定配額通知書整份連同以港元繳付之上文丙欄所示之全數股款（以支票或銀行本票形式），最遲須於二零二六年四月二十三日（星期四）下午四時正（或於惡劣天氣及／或極端情況下，則於背頁「**惡劣天氣對接納供股股份並繳付股款之最後時限之影響**」一段所述之較後時間及／或日期）送達過戶登記分處寶德隆證券登記有限公司（地址為香港北角電氣道148號21樓2103B室）並獲過戶登記分處收訖。所有股款須以港元繳付，並以在香港持牌銀行戶口開出之支票或以香港持牌銀行發出之銀行本票支付。所有支票或銀行本票均須註明抬頭人為「**SANDMARTIN INTERNATIONAL HOLDINGS LIMITED**」，並以「**只准入抬頭人賬戶**」劃線方式開出。有關轉讓及分拆配額之指示載於背頁。本公司將不就有關股款另發收據。

供股須待供股章程「董事會函件」內「供股的條件」一段所載條件獲達成後，方告作實。倘若於二零二六年五月四日（星期一）下午四時正或之前（或本公司可能釐定的其他較後時間及／或日期），供股的任何條件未獲達成，則供股將不會進行。

未繳股款供股股份將於二零二六年四月十三日（星期一）至二零二六年四月二十日（星期一）（包括首尾兩日）在聯交所買賣。任何股東或其他人士於直至供股所有條件獲達成當日為止之期間以未繳股款方式買賣股份或供股股份，須相應承擔供股可能不會成為無條件或可能不會進行之風險。倘供股未能進行，則所收取之認購股款將不計利息以支票退還予申請人，退款支票將以普通郵遞方式寄發至有關人士之登記地址，郵誤風險概由彼等自行承擔。任何股東或其他人士如欲於該期間內轉讓、出售或購買股份及／或未繳股款供股股份，應諮詢彼等之專業顧問。

A SEPARATE CHEQUE OR CASHIER'S ORDER MUST ACCOMPANY EACH ACCEPTANCE
NO RECEIPT WILL BE GIVEN FOR REMITTANCE
每份接納須隨附一張獨立開出之支票或銀行本票
本公司將不就股款另發收據

Sandmartin International Holdings Limited
聖馬丁國際控股有限公司*
(Incorporated in Bermuda with limited liability)
(Stock Code: 482)

9 April 2026

Dear Qualifying Shareholder(s),

INTRODUCTION

Reference is made to the prospectus of Sandmartin International Holdings Limited (the "**Company**") dated 9 April 2026 in relation to the Rights Issue (the "**Prospectus**"). Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires. In accordance with and subject to the terms and conditions as set out in the Prospectus, the Directors have provisionally allotted to you a number of Rights Shares on the basis of one (1) Rights Share for every one (1) Adjusted Share in issue and registered in your name(s) in the register of members of the Company on the Record Date (that is, Wednesday, 8 April 2026) at the Subscription Price of HK$0.75 per Rights Share. Your holding of the Shares on the Record Date is set out in Box A in Form A and the number of Rights Shares provisionally allotted to you is set out in Box B in Form A.

(i) Any unsold entitlements to the Rights Shares of the Non-Qualifying Shareholders; and (ii) any nil-paid Rights Shares provisionally allotted but not validly accepted by the Qualifying Shareholders or otherwise not subscribed for by transferees of nil-paid Rights Shares (if any) will be placed by the Placing Agent to independent placees on a best efforts basis under the Compensatory Arrangement. The Prospectus Documents have not been and will not be registered or filed under any applicable securities legislation of any jurisdictions other than Hong Kong. No action has been taken by the Company to permit the offering of the Rights Shares or the distribution of the Prospectus Documents in any territory other than Hong Kong.

No person receiving a copy of the Prospectus or a PAL in any territory or jurisdiction outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares, unless in a territory or jurisdiction where such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements thereof or where the offer is made in reliance on any exemption or where compliance with the relevant legal or regulatory requirement will not, in the Board's judgement, be unduly burdensome. It is the responsibility of any person outside Hong Kong (including but not limited to any agent, custodian, nominee or trustee on his/her/its behalf) wishing to subscribe or make an application for the Rights Shares to satisfy himself/herself/itself/themselves before subscribing for the allotted Rights Shares, as to the full observance of the laws and regulations of all relevant territory or jurisdiction, including the obtaining of any governmental or other consents and to pay any taxes, duties and other amounts required to be paid in such territory or jurisdiction in connection therewith. Any acceptance of the offer of the Rights Shares by any person will be deemed to constitute a representation and warranty from such person to the Company that these local laws and requirements have been fully complied with and that such person is not, and is not purchasing the Shares for the account or benefit of, a person in the United States or a U.S. person (as such terms are defined in Regulation S under the United States Securities Act of 1933, as amended). Such persons should consult their professional advisers if in doubt. No application for Rights Shares will be accepted from the Non-Qualifying Shareholders. The Company reserves the right to refuse to accept any application for Rights Shares where it believes that acceptance would violate the applicable securities or other laws or regulations of any jurisdiction outside Hong Kong.

* *For identification purpose only*

RIGHTS SHARES

The Rights Shares, when allotted, issued and fully paid, will rank pari passu in all respects with the Shares then in issue. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid with a record date falling on or after the date of allotment and issue of the Rights Shares in their fully-paid form. Dealings in the Rights Shares in their nil-paid and fully-paid forms will be subject to payment of stamp duty, Stock Exchange trading fee, transaction levy and any other applicable fees and charges in Hong Kong.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

PROCEDURES FOR ACCEPTANCE

To take up your provisional allotment of Rights Shares in full, you must lodge the whole of this PAL intact with the Registrar, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, together with a remittance by cheque or cashier's order for the full amount payable on acceptance, as shown in Box C in Form A, so as to be received by the Registrar by not later than 4:00 p.m. on Thursday, 23 April 2026 (or, under bad weather and/or extreme conditions, such later time and/or date as mentioned in the paragraph headed "Effect of bad weather on the Latest Time for Acceptance of and payment for the Rights Shares" below). All remittances must be made in Hong Kong dollars. Cheques must be drawn on an account with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "**Sandmartin International Holdings Limited**" and crossed "**Account Payee Only**". Such payment will constitute acceptance of the provisional allotment of Rights Shares on the terms of this PAL and the Prospectus and subject to the memorandum of association and bye-laws of the Company. No receipt will be given for such remittances. All enquiries in connection with this PAL should be addressed to the Registrar at the above address.

It should be noted that unless this duly completed PAL, together with the appropriate remittance shown in Box C in Form A, has been lodged in the manner as described above, by not later than 4:00 p.m. on Thursday, 23 April 2026 (or, under bad weather and/or extreme conditions, such later time and/or date as mentioned in the paragraph headed "Effect of bad weather on the Latest Time for Acceptance of and payment for the Rights Shares" below), whether by the original allottee or any person in whose favor the provisional allotment has been validly transferred, the relevant provisional allotment and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled and such Rights Shares will be available for placing to independent placees by the Placing Agent under the Placing Agreement. The Company may, at its sole discretion, treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged, even if the PAL is not completed in accordance with the relevant instructions in the PAL. The Company may require such incomplete PAL to be completed by the relevant applicants at a later stage.

Completion and return of the PAL will constitute a warranty and representation to the Company, from such person, that all registration, legal and regulatory requirements of all relevant jurisdictions other than Hong Kong, in connection with the PAL and any acceptance of it, have been, or will be, duly complied with and that such person is not, and is not purchasing the Shares for the account or benefit of, a person in the United States or a U.S. person (as such terms are defined in Regulation S under the United States Securities Act of 1933, as amended). The Company reserves the right to refuse to accept any application for the Rights Shares where it believes that in doing so would violate the applicable securities legislations or other laws or regulations of any jurisdiction. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the above representation or warranty.

TRANSFER AND SPLITTING

If you wish to transfer all of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder, you must complete and sign the "Form of transfer and nomination" (Form B) and hand this PAL to the transferee(s) or through whom you are transferring your rights. The transferee(s) must then complete and sign the "Registration application form" (Form C) and lodge this PAL intact together with a remittance for the full amount payable on acceptance as set out in Box C in Form A with the Registrar, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, so as to be received by the Registrar by not later than 4:00 p.m. on Thursday, 23 April 2026 (or, under bad weather and/or extreme conditions, such later time and/or date as mentioned in the paragraph headed "Effect of bad weather on the Latest Time for Acceptance of and payment for the Rights Shares" below).

All remittances must be made in Hong Kong dollars and cheques must be drawn on an account with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "**Sandmartin International Holdings Limited**" and crossed "**Account Payee Only**". It should be noted that Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights. If you wish to accept only part of your provisional allotment or transfer part of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder or to transfer all or part of your rights to more than one person, the original PAL must be surrendered and lodged for cancellation by not later than 4:30 p.m. on Wednesday, 15 April 2026 with the Registrar, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, who will cancel this original PAL and issue new PAL(s) in the denominations required which will be available for collection at the Registrar, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, after 9:00 a.m. on the second Business Day after the surrender of this original PAL(s). It should be noted that Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights. The Company is not obliged to but may, at its sole and absolute discretion, treat PAL(s) as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions in the PAL. The Company may require such incomplete PAL to be completed by the relevant applicants at a later stage.

CONDITIONS OF THE RIGHTS ISSUE

The Rights Issue is subject to the fulfilment of the conditions set out under the paragraph headed "Conditions of the Rights Issue" in the "Letter from the Board" in the Prospectus. If any of the conditions of the Rights Issue are not fulfilled at or before 4:00 p.m. on Monday, 4 May 2026 (or such later time and/or date as the Company may determine), the Rights Issue will not proceed.

CHEQUES AND CASHIER'S ORDER

All cheques and cashier's orders will be presented for payment immediately upon receipt, and all interests earned on such monies (if any) will be retained for the benefit of the Company. Completion and return of the PAL with a cheque or a cashier's order in payment for the Rights Shares, whether by a Qualifying Shareholder or such other person(s) to whom the rights to subscribe for the Rights Shares have been validly transferred, will constitute a warranty by such person(s) that the cheque or the cashier's order will be honoured on first presentation. Without prejudice to the other rights of the Company in respect thereof, the Company reserves the right to reject any PAL in respect of which the accompanying cheque or cashier's order is dishonoured on first presentation, and in that event, the relevant provisional allotment of Rights Shares and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled. No receipt will be issued in respect of any PAL and/or relevant remittance received.

SHARE CERTIFICATES AND REFUND CHEQUES FOR THE RIGHTS ISSUE

Subject to the fulfilment of the conditions of the Rights Issue, share certificates for the fully-paid Rights Shares are expected to be posted on Monday, 11 May 2026 to you by ordinary post at your own risk. You, except HKSCC Nominees Limited, will receive one share certificate for all the Rights Shares in fully-paid form, allotted and issued to you.

If the Rights Issue does not proceed, refund cheques, without interest, in respect of the relevant portion of application monies received are expected to be posted by ordinary post at your own risk to your registered addresses on Monday, 11 May 2026. Refund cheques (crossed "**Account Payee Only**") will be despatched by ordinary post to the registered addresses of the relevant applicants of the Rights Shares at the risk of such applicants.

FRACTIONS OF THE RIGHTS SHARES

On the basis of the provisional allotment of one (1) Rights Share for every one (1) Adjusted Share held by the Qualifying Shareholders on the Record Date, no fractional entitlements to the Rights Shares will arise under the Rights Issue.

EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES

The latest time for acceptance of and payment for the Rights Shares will not take place if a tropical cyclone warning signal no. 8 or above, or "extreme conditions" caused by super typhoons, or a black rainstorm warning is:

(a) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on the Latest Acceptance Date. Instead the deadline for acceptance of and payment for the Rights Shares will be extended to 5:00 p.m. on the same Business Day; and

(b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the Latest Acceptance Date. Instead the deadline for acceptance of and payment for the Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

If the latest time for acceptance of and payment for the Rights Shares does not take place on the Latest Acceptance Date, the dates mentioned in the section headed "Expected Timetable" in the Prospectus may be affected. The Company will notify the Shareholders by way of announcement(s) of any change to the expected timetable as soon as practicable.

GENERAL

Lodgment of this PAL with, where relevant, the "Form of transfer and nomination" (Form B) purporting to have been signed by the person(s) in whose favour this PAL has been issued, shall be conclusive evidence of the title or the party or parties lodging it to deal with the same and to receive a split letter of allotment and/or the certificates for Rights Shares.

Further copies of the Prospectus are available at the Registrar.

All documents, including refund cheques, will be sent by ordinary post at the risks of the relevant applicants or other persons entitled thereto to their registered addresses by the Registrar. Any refund cheques will be drawn in favour of the person named on this form (or in case of joint applicants, the first-named applicant).

This PAL and all acceptances of the offer contained herein shall be governed by and construed in accordance with the laws of Hong Kong.

PERSONAL DATA COLLECTION – PAL

By completing, signing and submitting this PAL, you agree to disclose to the Company, the Registrar and/or their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of Rights Shares. The Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) ("**PDPO Ordinance**") provides the holders of securities with rights to ascertain whether the Company or the Registrar holds their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the PDPO Ordinance, the Company and the Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company, at its principal place of business in Hong Kong at Unit 516, 5th Floor, Peninsula Centre, 67 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong or as notified from time to time in accordance with the applicable law, for the attention of the company secretary of the Company, or (as the case may be) to the Registrar at its address set out above for the attention of Privacy Compliance Officer.

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

Sandmartin International Holdings Limited

聖馬丁國際控股有限公司*

(於百慕達註冊成立之有限公司)

(股份代號:482)

敬啟者:

緒言

茲提述聖馬丁國際控股有限公司(「**本公司**」)日期為二零二六年四月九日有關供股之供股章程(「**供股章程**」)。除文義另有所指外,供股章程所界定詞彙與本文件所採用者具有相同涵義。根據供股章程所載條款及條件及在其規限下,董事已向 閣下暫定配發若干數目供股股份,基準為於記錄日期(即二零二六年四月八日(星期三))以 閣下名義在本公司股東名冊上登記之每持有一(1)股經調整股份獲發一(1)股供股股份,認購價為每股供股股份0.75港元。 閣下於記錄日期持有之股份列於表格甲內甲欄,而 閣下所獲暫定配發之供股股份數目則列於表格甲內乙欄。

(i)不合資格股東可享有之任何供股股份之未出售配額;及(ii)已暫定配發但未獲合資格股東有效接納或未獲未繳股款供股股份承讓人認購之任何未繳股款供股股份(如有),將由配售代理根據補償安排按盡最大努力基準配售予獨立承配人。供股章程文件並無亦不會根據香港以外之任何司法權區之任何適用證券法律登記或備案。本公司概無採取任何行動以批准於除香港以外任何地區提呈供股股份或派發供股章程文件。

於香港以外任何地區或司法權區並接獲供股章程或暫定配額通知書之人士,不得視之為申請供股股份要約或邀請,除非有關要約或邀請可於有關地區或司法權區合法地作出而毋須遵照任何登記或其他法律或監管規定,或該等要約是依賴任何豁免而作出或根據董事會之判斷,該要約在符合有關法律或監管規定方面不會過於繁重。於認購獲分配供股股份前,在香港以外地區而擬為其利益認購或申請供股股份之任何人士(包括但不限於其任何代理人、託管人、代名人或信託人),須全面自行遵守所有相關地區或司法權區之法例及規例(包括取得任何政府或其他同意),並繳付有關地區或司法權區就此而規定繳付之任何稅項、徵稅及其他款項。任何人士接納任何供股股份要約將被視為構成該人士對本公司作出其已全面遵守當地法律及規定之聲明及保證,及有關人士並非為於美國的人士或美籍人士,亦非代於美國的人士或美籍人士或為於美國的人士或美籍人士利益購買股份(有關條款定義見一九三三年美國證券法項下的S規例(經修訂))。有關人士如有任何疑問,應諮詢其專業顧問。本公司將不會接納不合資格股東認購供股股份之申請。倘本公司相信接納任何認購供股股份之申請會觸犯香港以外任何司法權區之適用證券或其他法例或規例,則本公司保留拒絕接納有關申請之權利。

* *僅供識別*

供股股份

供股股份經配發、發行及繳足股款後，將在所有方面與當時已發行股份享有同等地位。繳足股款供股股份之持有人將有權收取可能宣派、作出或派付而記錄日期為配發及發行繳足股款供股股份日期或之後之所有未來股息及分派。買賣未繳股款及繳足股款供股股份將須繳付印花稅、聯交所交易費、交易徵費及任何其他香港適用之費用及收費。

倘未繳股款及繳足股款供股股份獲准於聯交所上市及買賣以及符合香港結算之股份收納規定後，未繳股款及繳足股款供股股份將獲香港結算接納為合資格證券，可由供股股份以未繳股款及繳足股款形式各自於聯交所開始買賣日期或由香港結算釐定之有關其他日期起，於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易，須於其後第二個交易日於中央結算系統交收。所有中央結算系統之活動均須遵守不時生效之中央結算系統一般規則及中央結算系統運作程序規則。

接納之手續

閣下如欲承購供股股份之全部暫定配額，必須將整份本暫定配額通知書連同表格甲內丙欄所載於接納時應付之全數股款(以支票或銀行本票形式)，最遲於二零二六年四月二十三日(星期四)下午四時正(或於惡劣天氣及／或極端情況下，則於下文「惡劣天氣對接納供股股份並繳付股款之最後時限之影響」一段所述之較後時間及／或日期)送達過戶登記分處寶德隆證券登記有限公司(地址為香港北角電氣道148號21樓2103B室)並獲過戶登記分處收訖。所有股款須以港元繳付。支票須以香港之持牌銀行戶口開出，或銀行本票須由香港之持牌銀行發出，及註明抬頭人為「**Sandmartin International Holdings Limited**」，並劃線註明「**只准入抬頭人賬戶**」。繳付股款後，即表示已按本暫定配額通知書及供股章程所載之條款，並在本公司組織章程大綱及細則之規限下接納供股股份之暫定配額。本公司將不另發股款收據。所有有關本暫定配額通知書之查詢均須寄交上述地址之過戶登記分處。

謹請注意，除非填妥之本暫定配額通知書連同表格甲內丙欄所示之適當股款於不遲於二零二六年四月二十三日(星期四)下午四時正(或於惡劣天氣及／或極端情況下，則於下文「惡劣天氣對接納供股股份並繳付股款之最後時限之影響」一段所述之較後時間及／或日期)由原承配人或任何已有效承讓暫定配額之人士按上述方式送達過戶登記分處，否則有關暫定配額及其項下之一切權利及配額將被視作放棄並予以取消，而有關供股股份將由配售代理根據配售協議向獨立承配人配售。即使暫定配額通知書並未遵照暫定配額通知書之相關指示填妥，本公司可全權酌情決定視暫定配額通知書為有效，並使遞交暫定配額通知書之人士或其代表受其約束。本公司可要求有關未填妥之暫定配額通知書申請人於稍後填妥有關表格。

填妥及交回暫定配額通知書將構成有關人士向本公司作出保證及聲明，其已經或將會就暫定配額通知書及其任何接納妥為遵守香港以外所有相關司法權區之一切登記、法例及法規之規定，及有關人士並非為於美國的人士或美籍人士，亦非代於美國的人士或美籍人士或為於美國的人士或美籍人士利益購買股份（有關條款定義見一九三三年美國證券法項下的S規例（經修訂））。倘本公司相信接納任何供股股份申請將違反任何司法權區之適用證券法例或其他法例或法規，則本公司保留拒絕受理有關申請之權利。為免生疑問，香港結算或香港中央結算（代理人）有限公司將概不受任何上述聲明或保證規限。

轉讓及分拆

閣下如欲轉讓根據本暫定配額通知書暫定配發予　閣下之供股股份之全部認購權，須填妥及簽署「轉讓及提名表格」（表格乙）並將本暫定配額通知書交予承讓人或接納　閣下轉讓權利之人士。承讓人須填妥及簽署「登記申請表格」（表格丙），並將整份本暫定配額通知書連同表格甲內丙欄所載於接納時應繳之全數股款，最遲須於二零二六年四月二十三日（星期四）下午四時正（或於惡劣天氣及／或極端情況下，則於下文「惡劣天氣對接納供股股份並繳付股款之最後時限之影響」一段所述之較後時間及／或日期）送達過戶登記分處寶德隆證券登記有限公司（地址為香港北角電氣道148號21樓2103B室）並獲過戶登記分處收訖。

所有股款須以港元繳付，而支票須以香港之持牌銀行戶口開出，或銀行本票須由香港之持牌銀行發出，及註明抬頭人為「**Sandmartin International Holdings Limited**」，並劃線註明「**只准入抬頭人賬戶**」。謹請注意，轉讓　閣下認購有關供股股份之權利予承讓人及承讓人接納該等權利須繳付香港印花稅。　閣下如僅欲接納　閣下之部分暫定配額，或轉讓根據本暫定配額通知書暫定配發予　閣下之供股股份之部分認購權，或向超過一名人士轉讓　閣下全部或部分權利，則　閣下須不遲於二零二六年四月十五日（星期三）下午四時三十分前將原暫定配額通知書送達過戶登記分處寶德隆證券登記有限公司（地址為香港北角電氣道148號21樓2103B室）予以註銷，過戶登記分處將會註銷原暫定配額通知書並按所需數目發出新暫定配額通知書。新暫定配額通知書將可於交出此份原暫定配額通知書後第二個營業日上午九時正後於過戶登記分處寶德隆證券登記有限公司（地址為香港北角電氣道148號21樓2103B室）領取。謹請注意，轉讓　閣下有關供股股份之認購權予承讓人及承讓人接納該等權利須繳付香港印花稅。即使暫定配額通知書並未遵照暫定配額通知書之相關指示填妥，本公司無需但可全權酌情決定視暫定配額通知書為有效，並使遞交暫定配額通知書之人士或其代表受其約束。本公司可能要求相關申請人其後填妥有關未填妥之暫定配額通知書。

供股之條件

供股須待供股章程「董事會函件」內「供股的條件」一段所載條件獲達成後，方告作實。倘若於二零二六年五月四日（星期一）下午四時正或之前（或本公司可能釐定的其他較後時間及／或日期），供股的任何條件未獲達成，則供股將不會進行。

支票及銀行本票

所有支票及銀行本票將緊隨收取後即時過戶，而自有關款項產生之所有利息（如有）將撥歸本公司所有。填妥並交回暫定配額通知書連同支付供股股份股款之支票或銀行本票（不論由合資格股東或已獲有效轉讓供股股份認購權之其他人士交回），將構成有關人士之保證，指支票或銀行本票將於首次過戶時獲兌現。倘支票或銀行本票於首次過戶時未能兌現，在不影響本公司之其他權利之情況下，本公司保留拒絕受理任何暫定配額通知書之權利，且於該情況下，供股股份之有關暫定配額及其項下之一切權利及配額將視作已遭放棄而被註銷。概不會就所接獲之任何暫定配額通知書及／或相關股款發出收據。

供股之股票及退款支票

待供股條件獲達成，繳足股款供股股份之股票預期將於二零二六年五月十一日（星期一）以普通郵遞方式寄發予　閣下，惟郵誤風險概由　閣下自行承擔。除香港中央結算（代理人）有限公司外，　閣下將會就配發及發行予　閣下之所有供股股份（為繳足股款）獲發一張股票。

倘供股不再進行，則已收取之有關部分申請股款（不計利息）之退款支票預期將於二零二六年五月十一日（星期一）以普通郵遞方式寄發至　閣下之登記地址，郵誤風險概由　閣下自行承擔。退款支票（劃線註明「**只准入抬頭人賬戶**」）將以普通郵遞方式寄發至有關供股股份申請人之登記地址，郵誤風險概由有關申請人自行承擔。

零碎供股股份

按於記錄日期合資格股東每持有一(1)股經調整股份獲暫定配發一(1)股供股股份的基準，供股將不會產生供股股份之零碎配額。

惡劣天氣對接納供股股份並繳付股款之最後時限之影響

倘於下列時間懸掛八號或以上熱帶氣旋警告信號或超強颱風引致之「極端狀況」或黑色暴雨警告，則接納供股股份並繳付股款之最後時限將不會落實：

(a) 於最後接納日期中午十二時正前任何本地時間在香港生效並於中午十二時正後不再生效。取而代之，接納供股股份並繳付股款之最後時限將延長至同一個營業日下午五時正；及

(b) 於最後接納日期中午十二時正至下午四時正任何本地時間在香港生效。取而代之，接納供股股份並繳付股款之最後時限將重訂為於上午九時正至下午四時正任何時間並無該等警告生效之下一個營業日下午四時正。

倘接納供股股份並繳付股款之最後時限並無於最後接納日期落實，則供股章程「預期時間表」一節所述日期或會受到影響。本公司將在切實可行情況下盡快透過公告知會股東預期時間表之任何變動。

一般事項

本暫定配額通知書連同(如相關)宣稱由獲發本暫定配額通知書人士所簽署之「轉讓及提名表格」(表格乙)一經交回，即確證交回之人士有權處理本暫定配額通知書及收取分拆配額函件及／或有關供股股份之股票。

閣下如需要額外之供股章程，可於過戶登記分處索取。

所有文件(包括退款支票)將由過戶登記分處以普通郵遞方式寄至有關申請人或其他應得人士之登記地址，郵誤風險概由彼等自行承擔。任何退款支票均以本表格上填上之姓名作為抬頭人(或如屬聯名申請人，則以排名首位之申請人為抬頭人)。

本暫定配額通知書及所有接納其中所載之要約均須受香港法例監管，並按其詮釋。

填妥、簽署及交回本暫定配額通知書，即表示　閣下同意向本公司、過戶登記分處及／或彼等各自之顧問及代理披露個人資料及彼等所需有關　閣下或　閣下為其利益而接納暫定配發供股股份之人士之任何資料。香港法例第486章《個人資料（私隱）條例》（「**個人資料私隱條例**」）賦予證券持有人權利，可確定本公司或過戶登記分處是否持有其個人資料、索取有關資料之副本及更正任何不準確資料。根據個人資料私隱條例，本公司及過戶登記分處有權就處理任何查閱資料要求而收取合理費用。有關查閱資料或更正資料或查閱有關政策及慣例以及持有資料種類之訊息之所有要求，應寄往本公司之香港主要營業地點香港九龍尖沙咀東麼地道67號半島中心5樓516室或根據適用法律不時通知之地址，並以本公司之公司秘書為收件人，或（視情況而定）寄往過戶登記分處（於其上述地址），並以私隱條例事務主任為收件人。

此　致

列位合資格股東　台照

承董事會命
聖馬丁國際控股有限公司
主席
郭人豪

二零二六年四月九日