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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 NEW 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**”), for the purpose of, inter alia, (i) bringing the Existing Bye-laws in line with the latest regulatory requirements, including the relevant requirements of the Listing Rules in relation to the implementation of the treasury share regime and the further expansion of the paperless listing regime; (ii) preparing for the uncertificated securities market regime; and (iii) making certain other housekeeping changes to enable the Company to conduct general meetings (including holding hybrid/electronic general meetings and allowing electronic voting) and handle other corporate affairs more efficiently (collectively, the “**Proposed Amendments**”). For the purposes of the Proposed Amendments, the Board proposes to adopt 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 from the close of the AGM.

A circular containing, among other things, details of the Proposed Amendments, the adoption of the Amended Bye-laws 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, 8 June 2026

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*