



Sandmartin International Holdings Limited

聖馬丁國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 482)

Procedures for Shareholders to Propose

a Person for Election as a Director

(The Chinese version is for reference only, the English version prevails)

Pursuant to Article 88 of the Bye-laws of Sandmartin International Holdings Limited (“the Company”), it provides that “No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the dispatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.”

Accordingly, if a shareholder of the Company (“Shareholder”) wishes to nominate a person to stand for election as a director of the Company (“Director(s)”), necessary documents must be validly sent to the Company’s principal place of business in Hong Kong at Unit 1901, China Merchants Tower, Shun Tak Centre, 168 – 200 Connaught Road Central, Hong Kong. They are:

- (i) his/her notice of intention to propose a resolution at the general meeting; and
- (ii) a notice executed by the nominated candidate of the candidate’s willingness to be appointed together with:

- a. that candidate's information as required to be disclosed under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and such other information, as set out in the below heading "Required information of the candidate(s) nominated by Shareholders", and
- b. the candidate's written consent to the publication of his/her personal data.

In order to ensure that Shareholders have sufficient time to receive and consider the information of the nominated candidate(s), Shareholders are urged to submit their proposals as early as practicable, so that an announcement can be issued or a supplemental circular containing information of the candidate(s) proposed by Shareholders can be dispatched to Shareholders as soon as practicable. The Company will assess whether or not it is necessary to adjourn the meeting of election to give shareholders at least ten business days to consider the relevant information disclosed in the announcement or supplementary circular as required under Rule 13.70.

The Shareholder proposing the candidate will be required to read out aloud the proposed resolution at the general meeting.

Required information of the candidate(s) nominated by Shareholders

In order to enable Shareholders to make an informed decision on their election of Directors, the above described notice of intention to propose a resolution by a Shareholder should be accompanied by the following information of the nominated candidate(s):

1. full name and age;
2. positions held with the Company and/or its subsidiaries (if any);
3. length or proposed length of service with the Company;
4. current employment and such other information (which may include business experience and academic qualifications) of which Shareholders should be aware of, pertaining to the ability or integrity of the candidate;
5. experience including:
 - (a) other directorships held in the past three years in public companies of which the securities are listed on any securities market in Hong Kong and overseas, and
 - (b) other major appointments and professional qualifications;

6. relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company, or an appropriate negative statement;
7. interests in shares of the Company within the meaning of Part XV of the SFO, or an appropriate negative statement;
8. a declaration made by the nominated candidate in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements nor there are any other matters relating to that nominated candidate's standing for election as a Director that should be brought to Shareholders' attention; and
9. contact details.

** For identification purpose only.*