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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 SGM  
HELD ON 19 JUNE 2019  
AND  
CHANGE OF COMPLETION DATE**

The Board is pleased to announce that the Resolution as set out in the notice of the SGM was duly passed at the SGM held on 19 June 2019.

On 19 June 2019, the Vendor and the Purchaser entered into an agreement to change the Completion Date to 25 June 2019 or such other date as the Vendor and the Purchaser may agree in writing.

References are made to the announcement of Sandmartin International Holdings Limited (the “**Company**”) dated 31 December 2018 (the “**Announcement**”) and the circular of the Company dated 25 May 2019 (the “**Circular**”) both in relation to the Disposal and continuation of Existing Loans and Guarantee after Completion and the notice of the SGM dated 25 May 2019 (the “**Notice**”). 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 the proposed ordinary resolution as set out in the Notice (the “**Resolution**”) was duly passed by the Shareholders by way of poll at the SGM held on 19 June 2019.

Full text of the Resolution is set out in the Notice, a copy of which is set out in the Circular. The poll results in respect of the Resolution were as follows:

ORDINARY RESOLUTION	Number of Shares (%)	
	FOR	AGAINST
To approve, confirm and ratify the Agreement and the transactions contemplated thereunder and to approve the continuation of the Existing Loans and the Guarantee after Completion.	<b>2,006,919,672 (100%)</b>	<b>0 (0%)</b>

*Note: The number of votes and 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 corporate representative or by proxy.*

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

As at the date of the SGM, the total number of issued Shares of the Company was 3,278,825,335 Shares, which was the total number of Shares entitling the Shareholders to attend and vote on the Resolution at the SGM. There was no Share entitling any Shareholder to attend and abstain from voting in favour of the Resolution at the SGM as set out in Rule 13.40 of the Listing Rules. There were no restrictions on any Shareholders casting votes on the Resolution at the SGM. No Shareholder was required under the Listing Rules to abstain from voting at the SGM and no Shareholder has stated his/her/its intention in the Circular to vote against or to abstain from voting on the Resolution at the SGM.

The Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the SGM for the purpose of vote-taking.

### **Change of Completion Date**

As disclosed in the Announcement and the Circular, subject to fulfillment of all the Conditions, Completion shall take place on the 10th business day after all the Conditions have been fulfilled or such other date as may be agreed in writing between the Vendor and the Purchaser. On 19 June 2019, the Vendor and the Purchaser entered into an agreement to change the Completion Date to 25 June 2019 or such other date as the Vendor and the Purchaser may agree in writing.

The Purchaser has also undertaken to the Vendor in such agreement that upon request by the Vendor by serving not less than three (3) business days prior written notice to the Purchaser, the Purchaser shall give, and shall procure that each of the Target Company, Ocean Oasis BVI, Ocean Oasis JAFZA and MyHD (together, the "**Target Group Companies**") shall give, the Vendor and/or the Company and/or their auditors full access to all relevant books, records, accounts and documentation of each of the Target Group Companies to facilitate the impairment assessment on the Existing Loans and the preparation of the audited consolidated accounts of the Company (including the performance of the audit works in relation thereto).

Save for the change of the Completion Date as mentioned above, all other terms and conditions of the Agreement remain unchanged and in full force and effect, and the Agreement remains valid and continues to be binding upon the Vendor and the Purchaser.

By order of the Board  
**Sandmartin International Holdings Limited**  
**Lau Yau Cheung**  
*Chairman*

Hong Kong, 19 June 2019

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

*Independent Non-Executive Directors*

Mr. Lau Yau Cheung (Chairman), Mr. Li Chak Hung and Mr. Wu Chia Ming

*\* For identification purpose only*