



Sandmartin International Holdings Limited

聖馬丁國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 482)

PROXY FORM

Form of proxy for use at the special general meeting (the "SGM") of Sandmartin International Holdings Limited (the "Company") to be held at Industrial Zone No. 3, No. 16 Qianjin Erlu, Xin Qian Jin Village, Tanzhou Town, Zhongshan, Guangdong Province, the People's Republic of China on Monday, 22 May 2023 at 11:00 a.m. (Hong Kong time) and any adjournment thereof.

I/We¹ _____
of _____
being the registered holder(s) of² _____ share(s) of
HK\$0.10 each in the capital of the Company hereby appoint the Chairman of the SGM, or³ _____
of _____

as my/our proxy to attend and vote on my/our behalf at the SGM and any adjournment thereof in respect of the resolutions to be put to the SGM as set out in the notice convening the SGM⁴. The proxy will vote as indicated below in respect of the resolutions set out in the notice convening the SGM:

ORDINARY RESOLUTIONS		For ⁴	Against ⁴
1.	To approve, confirm and ratify the Underwriting Agreement, Rights Issue, the Placing Agreement and the transactions contemplated thereunder.		
2.	To approve the Special Deal and the transactions contemplated thereunder.		
SPECIAL RESOLUTION			
3.	To approve the Whitewash Waiver and the transactions contemplated thereunder.		

Please refer to the notice of the SGM for full text of the resolution

Dated this _____ day of _____ 2023

Signature(s)⁶: _____

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
- Please insert the number of ordinary shares of HK\$0.10 each in the capital of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all such shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the SGM is appointed, strike out "the Chairman of the SGM, or" and insert the name and address of the proxy desired in the space provided. A proxy need not be a shareholder of the Company.
- Completion and return of this form of proxy will not preclude you from attending and voting at the SGM should you wish.
- IMPORTANT: If you wish to vote for a resolution, place a "X" in the relevant box marked "FOR". If you wish to vote against a resolution, place a "X" in the relevant box marked "AGAINST". Failure to complete a box will entitle your proxy to cast your vote(s) or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the SGM other than those referred to in the notice convening the SGM.**
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its seal or under the hand of an officer or attorney or other person duly authorised to sign the name.
- In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of such power of attorney or authority), must be delivered to the Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, not less than 48 hours before the time appointed for holding the SGM or an adjourned meeting and in default this form of proxy shall not be treated as valid.
- Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy, at the SGM in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders be present at the SGM the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- Any alterations made to this form of proxy must be initialed by the person who signs it.**

PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this proxy form.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the principal share registrar in Bermuda, the Company's Hong Kong branch share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the Company's Hong Kong branch share registrar (the address stated in note 7 above).

* For identification purpose only