

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



Sandmartin International Holdings Limited

聖馬丁國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 482)

UPDATE ON WINDING UP PROCEEDINGS

Reference is made to the announcements of Sandmartin International Holdings Limited (the **“Company”**) dated 6 July 2017, 7 July 2017, 11 July 2017, 17 August 2017, 25 August 2017, 31 August 2017, 6 September 2017, 11 September 2017, 10 October 2017, 20 October 2017, 8 December 2017, 5 January 2018, 12 January 2018, 26 April 2018, 4 May 2018, 9 May 2018 and 26 October 2018 relating to the Petition filed by the Petitioner for the winding up of the Company (the **“Announcements”**). Capitalised terms used herein shall have the same meaning as those defined in the Announcements unless specified otherwise.

The Board wishes to update its Shareholders that:

1. After an amicable negotiation with the Petitioner, on 21 December 2018, the Company, the Petitioner, the 2nd Respondent and the 3rd Respondent (the **“Parties”**), without admission of any liability, entered into a settlement agreement (the **“Settlement Agreement”**). Pursuant to the Settlement Agreement, the Parties have agreed to a full and final settlement of all the disputes of and in the relation to the proceedings in HCCW 207/2017, HCMP 1044/2017 and CACV 240/2017 (the **“Proceedings and Disputes”**).
2. The principal terms of the Settlement Agreement are as follows:
 - (a) The Company shall, within 7 days from 21 December 2018, pay the sum of HK\$1,800,000 (the **“Sum”**) to the Petitioner in full and final settlement of all disputes, claims, or potential claims, in or arising out of or in connection with the Proceedings and Disputes;
 - (b) The Petitioner shall execute a consent summons with the Company for the dismissal of the Petition with no order as to costs (the **“Consent Summons”**), and an undertaking not to take any action against the Company and/or the Company’s existing or former directors in relation to the Proceedings and Disputes (the **“Undertaking”**);
 - (c) The Parties agree and acknowledge that the payment of the Sum by the Company shall be in full and final settlement of all disputes, claims, actions, interests or costs among the Parties, including those in the Proceedings and Disputes, accrued before and/or after 21 December 2018. Each Party shall bear his own legal costs of and incidental to the negotiation, preparation, execution and carrying into effect of the Settlement Agreement; and

(d) Upon the performance of the Settlement Agreement, the Parties irrevocably and unconditionally fully and forever release and discharge each other from and waive any and all claims, demands, actions, causes of actions, contracts, obligations, debts, costs or liability of any kind, whether direct or indirect, known or unknown, foreseen or unforeseen, prospective or contingent or actual, present or future, arising or capable of arising out of, or in any way connected with the Proceedings and Disputes, including those accrued before and/or after 21 December 2018.

3. As at 21 December 2018, the Petitioner had executed the Consent Summons and the Undertaking.

Further announcement(s) will be made by the Company to keep its Shareholders and investors informed of any significant development of the Petition in due course.

Shareholders and potential investors should accordingly exercise caution when dealing in the securities of the Company.

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

Hong Kong, 24 December 2018

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*