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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)

**INSIDE INFORMATION,
DELAY IN PUBLICATION OF
2024 ANNUAL RESULTS ANNOUNCEMENT,
POSSIBLE DELAY IN DESPATCH OF 2024 ANNUAL REPORT,
POSTPONEMENT OF BOARD MEETING,
AND
POSSIBLE SUSPENSION OF TRADING**

This announcement is made by the board of directors (the “**Board**”) of Sandmartin International Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Delay in publication of 2024 Annual Results Announcement

Pursuant to Rule 13.49(1) of the Listing Rules, the Company is required to publish the preliminary announcement for the annual results of the Group for the year ended 31 December 2024 (the “**2024 Annual Results Announcement**”) on a date no later than three months after the end of the financial year of the Company.

The Board wishes to announce that the publication of the 2024 Annual Results Announcement will be delayed, and it is expected that the 2024 Annual Results Announcement will not be published by 31 March 2025.

During the audit of the Group for the year ended 31 December 2024, the component auditor (the “**Component Auditor**”) of certain subsidiaries in India and Vietnam of a significant component of the Group, namely Pro Brand Technology (TW) Inc. (the “**Component**”) is required to provide the independent auditor of the Company (the “**Auditor**”) with the reporting packages containing various information pertaining to the Component for the purpose of the

audit of the Group. However, due to the loss of the finance personnel of the Component and the fact that the Group was not able to timely recruit suitable and qualified persons with the required experience, the Component was not able to timely provide all the required information to the Component Auditor for the Component Auditor to carry out the audit of the Component. Consequently, the Component Auditor is not able to provide the required reporting packages to the Auditor for the audit of the Group. In light of the aforesaid, the audit of the consolidated financial statements of the Group will not be able to be completed on or before 31 March 2025 and the Company is not able to publish the 2024 Annual Results Announcement on or before 31 March 2025, as required by the Listing Rules. The delay in the publication of the Annual Results Announcement constitutes a non-compliance with Rule 13.49 (1) of the Listing Rules.

The Board and the management of the Company are fully committed to assisting and working closely with the Component Auditor and the Auditor. The Company will use its best endeavours to publish the 2024 Annual Results Announcement as soon as possible. However, the expected date of the publication of the 2024 Annual Results Announcement will need to be further discussed and determined with the Auditor and will be announced as and when appropriate.

Possible Delay in Despatch of 2024 Annual Report

Pursuant to Rule 13.46(2) of the Listing Rules, the Company is required to despatch its annual report for the year ended 31 December 2024 (the “**2024 Annual Report**”) to the shareholders of the Company (the “**Shareholders**”) no later than four months after the end of the financial year of the Company.

Owing to the delay in the publication of the 2024 Annual Results Announcement, it is expected that there may be a possible delay in the despatch of the 2024 Annual Report. Such possible delay, if materialised, will constitute a non-compliance with Rule 13.46(2) of the Listing Rules. The expected date of despatch of the 2024 Annual Report will be announced as and when appropriate.

Non-publication of Unaudited Management Accounts

Rule 13.49(3) of the Listing Rules provides that where an issuer is unable to make an announcement of its preliminary results, it should, so far as the information is available, announce its results for the financial year based on financial results which have yet to be agreed with the auditors.

The Board has decided, after due and careful consideration, that it would not be appropriate for the Company to publish the unaudited management accounts of the Group for the year ended 31 December 2024 (the “**2024 Unaudited Management Accounts**”) at this juncture as there may be significant adjustments to the 2024 Unaudited Management Accounts, rendering them incapable of truly and fairly reflecting the financial performance and position of the Group, which could cause confusion and be misleading to the Shareholders and any potential investors.

Postponement of Board meeting

Owing to the delay in the publication of the 2024 Annual Results Announcement, meeting of the Board for the purpose of, among other matters, considering and approving the 2024 Annual Results Announcement will be postponed. The Company will publish further announcement(s) to inform the Shareholders of the date of the Board meeting as and when appropriate.

Possible Suspension of Trading

Pursuant to Rule 13.50 of the Listing Rules, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) will normally require suspension of trading in an issuer’s securities if an issuer fails to publish periodic financial information in accordance with the Listing Rules, and the suspension will normally remain in force until the issuer publishes an announcement containing the requisite financial information. As the 2024 Annual Results Announcement is expected not to be published by 31 March 2025, trading in the shares of the Company on the Stock Exchange is expected to be suspended from 9:00 a.m. on 1 April 2025, until the publication of the 2024 Annual Results Announcement.

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

By order of the Board
Sandmartin International Holdings Limited
Kuo Jen Hao
Chairman

Hong Kong, 19 March 2025

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 (Chairman)

Independent Non-Executive Directors

Mr. Wu Chia Ming, Ms. Chen Wei-Hui and Mr. Lu Ming-Shiuan

** For identification purpose only*