

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.



SMIT HOLDINGS LIMITED

國微控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2239)

WRITTEN SHAREHOLDERS' APPROVAL

Reference is made to the announcement of SMIT Holdings Limited (the “**Company**”) dated 23 September 2022 (the “**Announcement**”). Unless otherwise stated, terms used in this announcement shall have the same meanings as those defined in the Announcement.

As the Equity Transfers constitute a major transaction of the Company under Chapter 14 of the Listing Rules, they are subject to the reporting, announcement, circular and Shareholders’ approval requirements under the Listing Rules.

As stated in the Announcement, to the best of the knowledge, information and belief of the Directors, after having made all reasonable enquiries, no Shareholders or any of their respective close associates have any material interest in the Equity Transfers, and as such no Shareholders are required to abstain from voting in favour of the resolution approving the Equity Transfers.

Pursuant to Rule 14.44 of the Listing Rules, in lieu of holding a general meeting, the Company obtained written shareholders’ approval of the Equity Transfers on 13 October 2022 from each of Ever Expert and Mr. Huang, who directly hold 168,134,777 shares and 5,043,624 shares respectively in the Company. Ever Expert is a company indirectly owned by Mr. Huang as to 99%, hence Ever Expert and Mr. Huang are a closely allied group of shareholders of the Company for the purpose of Rule 14.44 of the Listing Rules, and together they hold a total of approximately 54.06% of the entire issued share capital of the Company as at the date of the written shareholders’ approval.

As the conditions set out in Rule 14.44 of the Listing Rules are satisfied, no general meeting will be convened for the Shareholders' approval of the Equity Transfers pursuant to Rule 14.44 of the Listing Rules.

COMPLETION

As at the date of the written shareholders' approval, all the conditions precedent to Completion have been satisfied, the Equity Transfers will proceed to Completion.

A circular containing, among other things, further details of the Equity Transfers and such other information as required under the Listing Rules is expected to be despatched to the Shareholders on or before 17 October 2022.

By order of the Board
SMIT Holdings Limited
Huang Xueliang
Chairman

Hong Kong, 13 October 2022

As at the date of this announcement, the executive Directors are Mr. Huang Xueliang (chairman and chief executive officer) and Mr. Loong, Manfred Man-tsun; the non-executive Directors are Mr. Kwan, Allan Chung-yuen and Mr. Cai Jing; and the independent non-executive Directors are Mr. Zhang Junjie, Mr. Woo Kar Tung, Raymond and Mr. Jin Yufeng.

** For identification purpose only*