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SMIT HOLDINGS LIMITED

國微控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2239)

**PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION AND ADOPTION OF THE SECOND
AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF
ASSOCIATION**

This announcement is made by SMIT Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) in relation to the proposed amendments to the existing memorandum and articles of association of Company (the “**Existing Memorandum and Articles**”) and adoption of the second amended and restated memorandum and articles of association of Company (the “**Second Amended and Restated Memorandum and Articles**”).

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by The Stock Exchange of Hong Kong Limited in November 2021, the Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of 14 “**Core Standards**” for shareholder protections for issuers. As such, the board of directors of the Company (the “**Board**”) proposes to amend the Existing Memorandum and Articles for the purposes of, among others, (i) bringing the Existing Memorandum and Articles in line with amendments made to Appendix 3 to the Listing Rules and applicable laws of the Cayman Islands; (ii) providing flexibility to the Company in relation to conduct of general meetings; and (iii) making other consequential and housekeeping changes (collectively, the “**Proposed Amendments**”) and to adopt the Second Amended and Restated Memorandum and Articles in substitution for, and to the exclusion of, the Existing Memorandum and Articles.

The Proposed Amendments and the proposed adoption of the Second Amended and Restated Memorandum and Articles shall be subject to the passing of a special resolution by the shareholders of the Company at the forthcoming annual general meeting of the Company (the “AGM”). A circular containing, among others, details of the Proposed Amendments and a notice convening the AGM will be despatched to the Company’s shareholders as soon as practicable.

By order of the Board
SMIT Holdings Limited
Huang Xueliang
Chairman

Hong Kong, 24 March 2023

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.