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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 THIRD 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 third amended and restated memorandum and articles of association of Company (the “**Third Amended and Restated Memorandum and Articles**”).

Pursuant to the Consultation Conclusions on the “Proposals to Expand the Paperless Listing Regime and Other Rule Amendments” published in June 2023 by The Stock Exchange of Hong Kong Limited, the amendments to the Listing Rules came into effect on 31 December 2023 such that, among other things, subject to compliance with all applicable laws and regulations, a listed issuer must (i) send or otherwise make available the relevant corporate communication (as defined in the Listing Rules) to the relevant holders of its securities by electronic means, or (ii) publish the relevant corporate communication on its own website and the website of the Stock Exchange. Listed issuers are required to make any necessary changes to their constitutional documents in order to comply with these requirements before their first annual general meeting held after 31 December 2023. 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) reflecting the latest requirements of the Listing Rules in the Existing Memorandum and Articles of Association; and (ii) making other consequential and housekeeping changes (collectively, the “**Proposed Amendments**”) and to adopt the Third 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 Third 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 April 2024

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.