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)

CONNECTED TRANSACTION – TENANCY AGREEMENT

On 27 March 2026, Shenzhen ERASense entered into the Tenancy Agreement for a term of 36 months commencing from 1 May 2026 with Shenzhen Digital TV, the landlord and a connected person of the Company.

Shenzhen Digital TV is a connected person of the Company as it is owned as to approximately 68.02% by Shenzhen Qianhai Guowei Investment Co., Ltd.*(深圳前海國微投資有限公司), which in turn is owned as to 99.01% and 0.99% by Mr. Huang Xueliang, an executive Director and a controlling shareholder of the Company, and his spouse respectively.

According to HKFRS 16 "Leases", the Group, as the lessee, is required to recognise the lease under the Tenancy Agreement as a right-of-use asset and lease liability in the consolidated Statement of financial position of the Group. As such, entering into the Tenancy Agreement and the transaction contemplated thereunder would be regarded as an acquisition of an asset by the Group pursuant to the Listing Rules.

Accordingly, the transaction contemplated under the Tenancy Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. As the highest applicable percentage ratio for the transaction contemplated under the Tenancy Agreement is more than 0.1% but less than 5%, the transaction contemplated under the Tenancy Agreement are subject to the reporting, announcement and annual review requirements, but are exempt from the circular (including independent financial advice) and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

THE TENANCY AGREEMENT

On 27 March 2026, Shenzhen ERASense entered into the Tenancy Agreement with Shenzhen Digital TV.

The principal terms of the Tenancy Agreement are set out as follows:

1.	Date of signing:	27 March 2026
2.	Parties:	(i) Shenzhen ERASense, as tenant (ii) Shenzhen Digital TV, as landlord
3.	Premises:	19th floor of Guoshi Building, No.1801 Shahe West Road, Nanshan District, Shenzhen
4.	Gross floor area:	Approximately 1283.82 square meters
5.	Term:	36 months, from 1 May 2026 to 30 April 2029
6.	Rent:	RMB154,058.4 per month (the "**Rent**")

BASIS OF DETERMINATION OF THE RENT

The terms of the Tenancy Agreement, including the Rent, have been determined after arm's length negotiation between the parties with reference to (i) the prevailing market rates for similar properties (e.g. with respect to floor space and age of the building) in the vicinity; and (ii) the rent guidelines set out in the city housing tenancy management department policy of Shenzhen, the PRC.

REASONS FOR AND BENEFITS OF ENTERING INTO THE TENANCY AGREEMENT

As the offices of the Company and its various subsidiaries are situated in the same building as the Premises, the co-location of Shenzhen ERASense's operations within the same building will enable the Group to consolidate its management functions in a centralised location. This arrangement is expected to enhance day-to-day communication and coordination among the Group's subsidiaries, thereby improving the overall operational efficiency of the Group and facilitating more effective supervision and management of the Group's business operations.

The Directors (including the independent non-executive Directors and excluding Mr. Huang Xueliang, who abstained from voting on the relevant resolutions approving the Tenancy Agreement) are of the view that the Tenancy Agreement was entered into on normal commercial terms, in the ordinary and usual course of business of the Group and that the terms of the Tenancy Agreement, including the Rent, are fair and reasonable and in the interests of the Company and its shareholders as a whole.

INFORMATION ON THE COMPANY AND THE PARTIES TO THE TENANCY AGREEMENT

The Company is a company incorporated in the Cayman Islands with limited liability. Its principal function is investment holding.

Shenzhen ERASense is an indirect wholly-owned subsidiary of the Company established in the PRC with limited liability. It is is primarily engaged in the business of the research, development and manufacturing of smart sensing-oriented products and solutions.

Shenzhen Digital TV is a company engaged in the research and development of digital TV related technology. Shenzhen Digital TV is owned as to approximately 68.02% by Shenzhen Qianhai Guowei Investment Co., Ltd.*（深圳前海國微投資有限公司）("**Qianhai Guowei**") and a diverse group of shareholders each holding a less than 10% equity interest. Qianhai Guowei is owned as to 99.01% and 0.99% by Mr. Huang Xueliang, an executive Director and a controlling shareholder of the Company, and his spouse respectively.

LISTING RULES IMPLICATIONS

According to HKFRS 16 "Leases", the Group, as the lessee, is required to recognise the lease under the Tenancy Agreement as a right-of-use asset and lease liability in the consolidated Statement of financial position of the Group. As such, entering into the Tenancy Agreement and the transaction contemplated thereunder would be regarded as an acquisition of an asset by the Group pursuant to the Listing Rules. The value of the right-of-use asset to be recognized by the Group under the Tenancy Agreement is estimated to be approximately RMB4.848 million which is unaudited and may be subject to adjustment in the future.

Shenzhen Digital TV is a connected person of the Company as it is owned as to approximately 68.02% by Qianhai Guowei which in turn is owned as to 99.01% and 0.99% by Mr. Huang Xueliang, an executive Director and a controlling shareholder of the Company, and his spouse respectively.

Accordingly, the transaction contemplated under the Tenancy Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. As the highest applicable percentage ratio for the transaction contemplated under the Tenancy Agreement is more than 0.1% but less than 5%, the transaction contemplated under the Tenancy Agreement are subject to the reporting, announcement and annual review requirements, but are exempt from the circular (including independent financial advice) and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

DEFINITIONS

In this announcement, the following expressions have the following meanings, unless the context otherwise requires:

"Board"	the board of Directors
"Company"	SMIT Holdings Limited(國微控股有限公司), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 2239)
"Directors"	the director(s) of the Company
"HKFRS"	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants
"Group"	the Company and its subsidiaries
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Premises"	19th floor of Guoshi Building, No.1801 Shahe West Road, Nanshan District, Shenzhen

"PRC"	the People's Republic of China, which shall, for the purposes of this announcement, exclude Hong Kong Special Administrative Region of the PRC, Macao Special Administrative Region of the PRC and Taiwan
"RMB"	Renminbi, the lawful currency of the PRC
"Shenzhen Digital TV"	Shenzhen Digital TV National Engineering Laboratory Co., Ltd.*(深圳數字電視國家工程實驗室股份有限公司), a company established under the laws of the PRC with limited liability
"Shenzhen ERASense"	Shenzhen ERASense Technology Co., Ltd.*(深圳時代感知科技有限公司), a company established under the laws of the PRC with limited liability and an indirect wholly-owned subsidiary of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Tenancy Agreement"	the tenancy agreement dated 27 March 2026 entered into between Shenzhen ERASense and Shenzhen Digital TV

By order of the Board
SMIT Holdings Limited
Huang Xueliang
Chairman

Hong Kong, 27 March 2026

As at the date of this announcement, the executive Director is Mr. Huang Xueliang (chairman and chief executive officer) and Ms Chen Ying; 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, Mr. Jin Yufeng and Ms Zhang Min.

* *For identification purpose only*