

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)

**(1) RESIGNATION OF
INDEPENDENT NON-EXECUTIVE DIRECTORS;
(2) APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR; AND
(3) CHANGE IN COMPOSITION OF BOARD COMMITTEES**

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The board of directors (the “**Board**”) of SMIT Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”), hereby announces that the Company received resignation letters from Mr. Zhang Junjie (“**Mr. Zhang**”) and Mr. Jin Yufeng (“**Mr. Jin**”) that (i) Mr. Zhang would resign as an Independent Non-Executive Director, a member of the audit committee of the Company (the “**Audit Committee**”) and the chairman of the remuneration committee of the Company (the “**Remuneration Committee**”) with effect from 2 April 2026; and (ii) Mr. Jin would resign as an Independent Non-Executive Director, a member of the Remuneration Committee and a member of the nomination committee of the Company (the “**Nomination Committee**”) with effect from 2 April 2026.

Mr. Zhang and Mr. Jin have confirmed that they have no disagreement with the Board and there are no other matters that need to be brought to the attention of the shareholders of the Company in connection with their resignations.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Jiang Chunqian (“**Mr. Jiang**”) has been appointed as an Independent Non-Executive Director, the chairman of the Remuneration Committee and a member of the Audit Committee with effect from 2 April 2026.

Mr. Jiang confirmed that (i) he has met the independence criteria set out in Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”); (ii) he has no past or present financial or other interest in the business of the Group or any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

Mr. Jiang Chunqian, aged 56. He worked for Guizhou Automobile Modification Industry Company (貴州汽車改裝工業公司) from July 1991 to July 1994, and for Zhuhai Xingye Glass Co., Ltd. (珠海興業玻璃有限責任公司) from July 1994 to July 1996. From September 1999 to July 2003, he served as the Project Manager of the Investment Banking Department at Tiantong Securities Co., Ltd. (天同証券有限公司). From July 2003 to July 2005, he served as the Assistant General Manager of the Investment Banking Department at Zhongshan Securities Co., Ltd. (中山証券有限公司). From July 2005 to July 2013, he served as the Deputy General Manager of the Investment Banking Department at Donghai Securities Co., Ltd. (東海證券股份有限公司). From July 2013 to August 2017, he served as the Managing Director of the Sponsorship and Underwriting Branch at AVIC Securities Co., Ltd. (中航証券有限公司). From August 2017 to present, he served as the Chief Risk Officer at Guangdong Oxygen-enriched Fund Management Co., Ltd. (廣東富氧基金管理有限公司)*.

From 2003 to 2013, he served as the Internal Control Director for the China region at Mueller Industries, Inc. From April 2012 to April 2015, he served as an Independent Director at HXF SAW Co., Ltd.. From April 2010 to April 2016, and from April 2019 to April 2025, he served as an Independent Director, a member of the audit committee, and the Chairperson of the remuneration committee at Angel Yeast Co., Ltd. (SSE stock code: 600298). From 2014 to 2016, he served as a member of the investment decision committee of China Electronics Technology Group Corporation Limited (中國電子科技集團公司). From April 2019 to December 2019, he served as the Vice President and the Board Secretary of Zhongzhu Healthcare Holding Co., Ltd. (中珠醫療控股股份有限公司) (SSE stock Code: 600568), overseeing internal audit, risk control, legal affairs, investment, and information disclosure. Since April 2011, he has served as an Independent Director and a member of the audit committee of Hubei Xingfa Chemicals Group Co., Ltd. (湖北興發化工集團股份有限公司) (SSE stock Code: 600141).

Mr. Jiang graduated from the Harbin Institute of Technology in July 1991 with a bachelor's degree in Forging Processes and Equipment. In July 1999, he obtained a master's degree in Political Economy from Guangdong Social Science University.

Save as disclosed above, Mr. Jiang does not (i) have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) hold and did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) hold any position with the Company and other members of the Group; or (iv) hold other major appointments and professional qualifications.

As at the date of this announcement, Mr. Jiang does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Pursuant to the letter of appointment dated 2 April 2026 and entered into between the Company and Mr. Jiang (the "**Letter of Appointment**"), the appointment of Mr. Jiang is for a term of three years commencing from 2 April 2026. Mr. Jiang is entitled to an annual remuneration of directors fee of US\$24,000 pursuant to the Letter of Appointment and other discretionary bonuses as may be determined by the Board. The emoluments were determined based on his duties and responsibilities in the Group, remuneration benchmarks in the industry and prevailing market conditions. The appointment of Mr. Jiang is subject to the articles of association of the Company and the Listing Rules which contain provisions for retirement by rotation and re-election of directors at annual general meetings of the Company.

Save as disclosed above, there is no other information relating to the appointment of Mr. Jiang which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to express its sincere appreciation and gratitude to Mr. Zhang and Mr. Jin for their valuable contributions to the Company during their tenure of service and extend its warmest welcome to Mr. Jiang to join the Board.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

In addition to the resignation of Mr. Zhang and Mr. Jin, Mr. Kwan, Allan Chung-yuen has also informed the Company of his resignation as a member of the Remuneration Committee with effect from 2 April 2026 due to work adjustments.

Following Mr. Jiang's appointment as an Independent Non-Executive Director, Mr. Jiang has also been appointed as the chairman of the Remuneration Committee and a member of the Audit Committee.

Ms. Chen Ying and Ms. Zhang Min have both been appointed as members of the Remuneration Committee with effect from 2 April 2026.

By order of the Board
SMIT Holdings Limited
Huang Xueliang
Chairman

Hong Kong, 2 April 2026

As at the date of this announcement, the Executive Directors are 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. Jiang Chunqian, Mr. Woo Kar Tung, Raymond and Ms. Zhang Min.