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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 29 MAY 2023

The board of directors (“**Board**”) of SMIT Holdings Limited (the “**Company**”) is pleased to announce that all the resolutions set out in its notice (the “**Notice**”) of annual general meeting dated 21 April 2023 (the “**Resolutions**”) were passed by poll voting at the annual general meeting held on 29 May 2023 (the “**AGM**”). The poll results in respect of the respective Resolutions proposed at the AGM are set out as follows:

ORDINARY RESOLUTIONS		Number of votes (Approximate %)	
		FOR	AGAINST
1	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditor of the Company for the year ended 31 December 2022.	189,012,253 (100%)	0 (0%)
2	To declare a final dividend of HK\$0.01 per ordinary share of the Company in respect of the year ended 31 December 2022.	189,012,253 (100%)	0 (0%)
3	To re-elect Mr. Cai Jing as a non-executive director of the Company.	189,012,253 (100%)	0 (0%)

ORDINARY RESOLUTIONS		Number of votes (Approximate %)	
		FOR	AGAINST
4	To re-elect Mr. Jin Yufeng as an independent non-executive director of the Company.	189,012,253 (100%)	0 (0%)
5	To re-elect Mr. Woo Kar Tung, Raymond as an independent non-executive director of the Company.	189,012,253 (100%)	0 (0%)
6	To authorise the board of directors of the Company to fix the remuneration of the Company's directors.	189,012,253 (100%)	0 (0%)
7	To re-appoint PricewaterhouseCoopers as the Company's auditor and to authorise the board of directors of the Company to fix their remuneration.	189,012,253 (100%)	0 (0%)
8	To grant a general mandate to the directors of the Company to allot, issue and deal with the Company's shares.	189,012,253 (100%)	0 (0%)
9	To grant a general mandate to the directors of the Company to repurchase the Company's shares.	189,012,253 (100%)	0 (0%)
10	To extend the general mandate granted to the directors of the Company under resolution no.8 by the number of shares repurchased under resolution no. 9.	189,012,253 (100%)	0 (0%)
SPECIAL RESOLUTION			
11	To approve and adopt the second amended and restated memorandum and articles of association of the Company.	189,012,253 (100%)	0 (0%)

Please refer to the Notice for the full text of the above resolutions.

As more than 50% of the votes were cast in favour of each of the Resolutions No. 1 to 10, Resolutions No. 1 to 10 were passed as ordinary resolutions of the Company. As more than 75% of the votes were cast in favour of Resolution No. 11, Resolution No. 11 was passed as special resolution of the Company.

The total number of shares entitling the shareholders of the Company (the “**Shareholders**”) to attend and vote on the Resolutions was 320,623,341 shares, which is the total number of shares of the Company in issue as at the date of the AGM.

No Shareholder was required to abstain from voting on the Resolutions under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). No Shareholder was only entitled to attend and abstain from voting in favour of the Resolutions as set out in Rule 13.40 of the Listing Rules. None of the Shareholders has stated their intention in the Company’s circular dated 21 April 2023 to vote against or to abstain from voting on any of the resolutions at the AGM. Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar in Hong Kong, acted as scrutineer for the vote-taking at the AGM.

The following directors of the Company attended the AGM either in person or by electronic means: Mr. Huang Xueliang, Mr. Loong, Manfred Man-tsun, Mr. Jin Yufeng and Mr. Woo Kar Tung, Raymond. Mr. Kwan, Allan Chung-yuen, Mr. Zhang Junjie and Mr Cai Jing were unable to attend the AGM due to other work commitments.

By order of the Board
SMIT Holdings Limited
Huang Xueliang
Chairman

Hong Kong, 29 May 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 Director 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.