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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in SMIT Holdings Limited, you should at once hand this circular, together with the accompanying form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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 DECLARATION OF DIVIDEND,  
GRANT OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS,  
PROPOSED ADOPTION OF THE THIRD AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of SMIT Holdings Limited to be held at 22F, Guoshi Building, No. 1801, Sha He Xi Road, Nanshan, Shenzhen, PRC at 4:00 p.m. on Friday, 31 May 2024 is set out on pages 25 to 30 of this circular.

A letter from the Board is set out on pages 4 to 9 of this circular.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not later than 48 hours before the time of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof should you so wish.

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 22F, Guoshi Building, No. 1801, Sha He Xi Road, Nanshan, Shenzhen, PRC at 4:00 p.m. on Friday, 31 May 2024 or any adjournment thereof
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“Companies Act”	the Companies Act, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company” or “SMIT”	SMIT Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange
“Core Connected Person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the total number of Shares which may be allotted and issued under the Issue Mandate may be extended by the addition thereto the total number of Shares repurchased under the Repurchase Mandate
“Group”	the Company and its subsidiaries
“HK\$” and “HK cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with new Shares and/or to resell or transfer of Shares held in treasury (to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations) of not exceeding 20% of the total number of issued Shares as at the date of passing the relevant resolution at the Annual General Meeting
“Latest Practicable Date”	Friday, 26 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum of Association”	the memorandum of association of the Company
“Memorandum and Articles of Association”	the Memorandum of Association and Articles
“PRC”	The People’s Republic of China
“Proposed Amendments”	the proposed amendments to the Memorandum and Articles of Association as set out in Appendix III to this circular
“Record Date”	Thursday, 13 June 2024, being the record date for determining entitlements of the Shareholders to the proposed final dividend
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of passing the relevant resolution at the Annual General Meeting
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of US\$0.00002 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares

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## DEFINITIONS

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“SMIT Hong Kong”	SMIT Holdings (HK) Limited, a company incorporated under the laws of Hong Kong with limited liability and a wholly-owned subsidiary of the Company
“SMIT Shenzhen”	SMIT Group Limited (國微集團(深圳)有限公司), a company incorporated under the laws of the PRC with limited liability and a wholly-owned subsidiary of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“Third Amended and Restated Memorandum and Articles of Association”	the third amended and restated memorandum and articles of association of the Company incorporating and consolidating all the Proposed Amendments
“treasury shares”	shares repurchased and held by a company in treasury, as authorised by the laws of its place of incorporation and its articles of association or equivalent constitutional documents, which, for the purpose of the Listing Rules, include shares repurchased by the Company and held or deposited in CCASS for sale on the Stock Exchange
“%”	percent

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Huang Xueliang (*Chairman*)

Mr. Loong, Manfred Man-tsun

*Non-Executive Directors:*

Mr. Kwan, Allan Chung-yuen

Mr. Cai Jing

*Independent non-executive Directors:*

Mr. Zhang Junjie

Mr Woo Kar Tung, Raymond

Mr. Jin Yufeng

*Registered office:*

Maples Corporate Services Limited

PO Box 309, Uglan House

Grand Cayman, KY1-1104

Cayman Islands

*Principal place of business*

*in Hong Kong:*

1/F, Harbour View 2

16 Science Park East Avenue

Hong Kong Science Park Shatin

New Territories

Hong Kong

30 April 2024

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED DECLARATION OF DIVIDEND,  
GRANT OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS,  
PROPOSED ADOPTION OF THE THIRD AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

This circular contains information relating to the proposed declaration of final dividend, the Issue Mandate, the Repurchase Mandate and the Extension Mandate, an explanatory statement regarding the Repurchase Mandate, details of the retiring Directors proposed to be re-elected and the adoption of the Third Amended and Restated Memorandum and Articles of Association.

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## LETTER FROM THE BOARD

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### FINAL DIVIDEND

As stated in the announcement issued by the Company dated 24 April 2024 relating to the annual results of the Group for the year ended 31 December 2023, the Board recommended the payment of a final dividend of HK1.00 cent per Share in respect of the year ended 31 December 2023 (“**Final Dividend**”) to Shareholders whose names appear on the register of members of the Company on the Record Date. The proposed Final Dividend is subject to approval by the Shareholders at the Annual General Meeting and a resolution will be proposed to the Shareholders for voting at the Annual General Meeting. If the resolution for the proposed Final Dividend is passed at the Annual General Meeting, the proposed Final Dividend will be payable on or about Friday, 21 June 2024.

### ISSUE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise the power of the Company to allot, issue and deal with new Shares not exceeding 20% of the total number of issued Shares (excluding any treasury shares) as at the date of passing of the relevant resolution. As at the Latest Practicable Date, a total of 324,931,990 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company between the Latest Practicable Date and the date of the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue a maximum of 64,986,398 Shares, without taking into account any additional Shares which may be issued pursuant to the Extension Mandate.

### REPURCHASE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, Shares not exceeding 10% of the total number of issued Shares (excluding any treasury shares) as at the date of passing of the relevant resolution. As at the Latest Practicable Date, a total of 324,931,990 Shares were in issue. Subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company between the Latest Practicable Date and the date of the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 32,493,199 Shares.

The Board notes that with effect from 11 June 2024, the Listing Rules will be amended to remove the requirement to cancel repurchased shares and to adopt a framework to (i) allow repurchased shares to be held in treasury and (ii) govern the resale of treasury shares. Following such changes to the Listing Rules, if the Company repurchases Shares pursuant to the Repurchase Mandate, the Company may (i) cancel the repurchased Shares or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the Issue Mandate and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

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## LETTER FROM THE BOARD

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Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the Annual General Meeting. An explanatory statement for such purpose is set out in Appendix I to this circular.

### EXTENSION MANDATE

In addition, an ordinary resolution will also be proposed at the Annual General Meeting to extend the Issue Mandate by the addition thereto the total number of Shares repurchased under the Repurchase Mandate.

The Repurchase Mandate and the Issue Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the Company is required by the Companies Act or the Articles to hold its next annual general meeting; or (c) when revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

### RE-ELECTION OF DIRECTORS

According to Article 16.18 of the Articles, at each annual general meeting, one-third of the Directors for the time being (or if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years.

As such, Mr. Loong, Manfred Man-tsun, Mr. Kwan, Allan Chung-yuen and Mr. Zhang Junjie will retire and, being eligible, offer themselves for re-election.

The nomination committee of the Company (the “**Nomination Committee**”), having reviewed the Board’s composition, noted that pursuant to the Articles and the nomination policy of the Board (the “**Nomination Policy**”), Mr. Loong, Manfred Man-tsun, Mr. Kwan, Allan Chung-yuen and Mr. Zhang Junjie are eligible for nomination, and recommended Mr. Loong, Manfred Man-tsun, Mr. Kwan, Allan Chung-yuen and Mr. Zhang Junjie to the Board for the Board to recommend to the Shareholders for re-election at the Annual General Meeting.

The recommendations were made in accordance with the Articles and the Nomination Policy and took into account the various diversity aspects as set out in the board diversity policy and also the diverse background of each candidate and their respective contributions to the Board. The Nomination Committee was satisfied with the independence of Mr. Kwan, Allan Chung-yuen and Mr. Zhang Junjie with reference to the criteria as set out in Rule 3.13 of the Listing Rules. The Board accepted the Nomination Committee’s recommendations and recommended Mr. Loong, Manfred Man-tsun, Mr. Kwan, Allan Chung-yuen and Mr. Zhang Junjie to stand for re-election by Shareholders at the Annual General Meeting. Mr. Loong, Manfred Man-tsun, Mr. Kwan, Allan Chung-yuen and Mr. Zhang Junjie abstained from voting on their respective nomination.

Details of the Directors to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### PROPOSED ADOPTION OF THE THIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 24 April 2024 in relation to the Proposed Amendments and adoption of the Third Amended and Restated Memorandum and Articles of Association.

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, 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 proposes to amend the Memorandum and Articles of Association 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.

Details of the Proposed Amendments to be brought about by the adoption of the Third Amended and Restated Memorandum and Articles of Association (marked-up against the existing Memorandum and Articles of Association) are set out in Appendix III to this circular. The Third Amended and Restated Memorandum and Articles of Association is written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of the Third Amended and Restated Memorandum and Articles of Association is purely a translation only. Should there be any discrepancy, the English version shall prevail.

The Company has been advised by its legal advisers that the Proposed Amendments to the Memorandum and Articles of Association conform to the requirements of Appendix III to the Listing Rules and are not inconsistent with the laws of the Cayman Islands, respectively. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

The proposed adoption of the Third Amended and Restated Memorandum and Articles of Association is subject to the passing of a special resolution at the AGM.

### THE ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting to be held at 22F, Guoshi Building, No. 1801, Sha He Xi Road, Nanshan, Shenzhen, PRC at 4:00 p.m. on Friday, 31 May 2024 is set out on pages 25 to 30 of this circular.

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## LETTER FROM THE BOARD

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A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not later than 48 hours before the time of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

### RECOMMENDATION

The Directors believe that the proposed declaration of the Final Dividend, grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of Directors named above and the adoption of the Third Amended and Restated Memorandum and Articles of Association are in the interests of the Company and the Shareholders as a whole.

Accordingly, the Directors recommend that Shareholders vote in favour of all the resolutions as set out in the AGM notice at the Annual General Meeting.

### VOTING BY WAY OF POLL

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. Every resolution put to the vote of the Annual General Meeting will be decided on a poll pursuant to Article 13.6 of the Articles.

### CLOSURE OF REGISTER OF MEMBERS

#### Annual General Meeting

The transfer books and register of members will be closed from Saturday, 25 May 2024 to Friday, 31 May 2024, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Friday, 24 May 2024 for registration.

#### Final Dividend

The transfer books and register of members will be closed from Saturday, 8 June 2024 to Thursday, 13 June 2024, both days inclusive, during which period no transfer of Shares will be affected. In order to qualify for the proposed Final Dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Friday, 7 June 2024 for registration.

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## LETTER FROM THE BOARD

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### GENERAL

Your attention is drawn to the additional information as set out in the Appendices.

Yours faithfully,  
For and on behalf of the Board of  
**SMIT Holdings Limited**  
**Huang Xueliang**  
*Chairman*

This Appendix I serves as an explanatory statement, as required by the Listing Rules, to provide requisite information as to the proposed Repurchase Mandate.

## **1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

## **2. ISSUED SHARES**

As at the Latest Practicable Date, there were a total of 324,931,990 Shares in issue.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 32,493,199 Shares, which represents 10% of the total number of issued Shares as at the date of passing the resolution.

As stated in the Letter from the Board, with effect from 11 June 2024, the Listing Rules will be amended to remove the requirement to cancel repurchased shares and to adopt a framework to (i) allow repurchased shares to be held in treasury and (ii) govern the resale of treasury shares. Following such changes to the Listing Rules, if the Company repurchases Shares pursuant to the Repurchase Mandate, the Company may (i) cancel the repurchased Shares or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the Issue Mandate and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands. Any resale of treasury shares pursuant to the Issue Mandate may only be made after the amendments to the Listing Rules have come into effect on 11 June 2024.

To the extent that any treasury shares are deposited with CCASS pending resale, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

**3. REASONS FOR THE REPURCHASE**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed. Share repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

**4. FUNDING OF REPURCHASES**

In repurchasing the Company's securities, the Company may only apply funds legally available for the purpose in accordance with the Articles and the Companies Act.

**5. IMPACT ON THE WORKING CAPITAL OR GEARING POSITION OF THE COMPANY**

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as reflected in the latest published audited financial statements of the Company. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company.

## 6. SHARE PRICES

The Shares are trading on the Stock Exchange and the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the following months immediately preceding the Latest Practicable Date are as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
March 2023	2.25	1.95
April 2023	2.29	2.00
May 2023	2.20	1.91
June 2023	1.95	1.71
July 2023	1.85	1.60
August 2023	1.79	1.60
September 2023	1.80	1.60
October 2023	1.75	1.51
November 2023	1.70	1.54
December 2023	2.13	1.53
January 2024	2.13	1.48
February 2024	1.60	1.50
March 2024	1.58	1.36
April 2024 (up to the Latest Practicable Date)	1.38	1.38

## 7. THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases when the Company exercises its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge of the Directors, the controlling shareholder (as defined in the Listing Rules) of the Company, namely Mr. Huang Xueliang (the "**Controlling Shareholder**"), controls the exercise of 57.14% voting rights in the general meeting of the Company. In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate (if such shareholdings otherwise remain the same), the indirect shareholding of the Controlling Shareholder in the Company would increase to approximately 63.49% of the issued Shares. Such increase will not give rise to an obligation to make a mandatory offer under Rule 26 and Rule 32 of the Takeovers Code.

**8. SHARE REPURCHASE MADE BY THE COMPANY**

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months preceding the Latest Practicable Date.

**9. GENERAL**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) has any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will only exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Articles, the Listing Rules and the applicable laws of the Cayman Islands.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that they have any present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any Shares held by them to the Company in the event that the Repurchase Mandate is granted.

Neither this explanatory statement nor the Repurchase Mandate has any unusual features.

The biographical details of the retiring Directors being eligible and offering themselves for re-election at the Annual General Meeting are set out below:

**Mr. Loong, Manfred Man-tsun (龍文駿)**, aged 69, is an executive Director of our Company. Mr. Loong joined the Group on July 2013, and was appointed as an executive Director of our Company with effect from 23 March 2017.

Mr. Loong is the president and chief financial officer of our Company. Mr. Loong is primarily responsible for co-leading, with Mr. Huang Xueliang, the management of our business operation and the overall financial and accounting affairs of our Group.

Mr. Loong has extensive experience in accounting and related financial management. Prior to 2006, Mr. Loong had extensive experience working at Lucent Technologies (China) Co., Ltd. Between April 2006 and July 2009, he served as the chief financial officer and chief operating officer at UTStarcom Telecom Co., Ltd., the subsidiary of UTStarcom Holdings Corp. (NASDAQ: UTSI), a global telecom infrastructure provider, focused on delivering innovative carrier-class broadband transport and access (both Wi-Fi and fixed line) products and solutions, optimised for mobile backhaul, metro aggregation, broadband access and Wi-Fi data offloading. Between January 2010 to May 2012, Mr. Loong was the chief financial officer of China Ming Yang Wind Power Group Ltd. (NYSE: MY), a wind turbine manufacturer in China, listed on the New York Stock Exchange, focusing on designing, manufacturing, selling and servicing megawatt-class wind turbines.

Mr. Loong graduated from the University of Washington with a Bachelor of Arts degree in business administration in June 1978 and was qualified as a certified public accountant in New Jersey in the United States in February 1990.

Mr. Loong entered into a service agreement with the Company for a term of three years commencing from 24 March 2023 which may be terminated by either party upon a three month prior written notice. Pursuant to the service agreement, Mr. Loong is entitled to an annual director's fee of US\$24,000, determined with reference to his experience and qualifications.

As at the Latest Practicable Date, Mr. Loong was interested in 4,558,649 Shares.

Mr. Loong is not related to any Director, senior management member, substantial or controlling shareholder (as defined under the Listing Rules) of the Company.

**Mr. Kwan, Allan Chung-yuen (關重遠)**, aged 66, is a non-executive Director of our Company. Mr. Kwan joined our Group in September 2015 and was appointed as a non-executive Director of our Company with effect from 20 September 2015. Mr. Kwan has been a director of SMIT Corporation since February 2008.

He served as the regional vice president and managing director of North Asia from July 2001 to January 2006 and the vice president from January 2006 to April 2007 in Yahoo! International. Mr. Kwan has been a venture partner of Oak Management Corporation, a venture capital firm which is an affiliate of Oak Investment Partners X, L.P., since April 2007. He has served as a director since November 2008 and was a member of the audit committee for NeoPhotonics Corporation (NYSE: NPTN), a designer and manufacturer of photonic integrated circuit based modules listed in the New York Stock Exchange until November 2015.

Mr. Kwan obtained a bachelor's degree in mechanical engineering from the University of British Columbia in May 1982, a master of business administration degree from the Wharton School of University of Pennsylvania in May 1987, and a Master of Arts degree from the University of Pennsylvania in May 1987.

Mr. Kwan entered into a service agreement with the Company for a term of three years commencing from 24 March 2022 which may be terminated by either party upon a three month prior written notice. Pursuant to the service agreement, Mr. Kwan is entitled to an annual director's fee of US\$24,000, determined with reference to his experience and qualifications.

As at the Latest Practicable Date, Mr. Kwan was interested in 223,418 Shares. Mr. Kwan also held 100% interest in Cykorp Limited. Mr. Kwan is therefore deemed to be interested in the 856,996 Shares in which Cykorp Limited had interests.

Mr. Kwan is not related to any Director, senior management member, substantial or controlling shareholder (as defined under the Listing Rules) of the Company.

**Mr. Zhang Junjie (張俊傑)**, aged 54, is an independent non-executive Director of our Company. Mr. Zhang joined the Group on 6 March 2016, and was appointed as an independent non-executive Director of our Company with effect from 6 March 2016.

Mr. Zhang has over 14 years of experience in the investment banking industry. From May 2001 to December 2004, Mr. Zhang worked in Dapeng Securities Company (大鵬證券有限責任公司). From February 2005 to May 2017, he worked as the general manager in the business department of the investment bank, Guosen Securities Company Limited (國信證券股份有限公司). Mr. Zhang has served as the general manager of Shenzhen Qianhai Huiqiao Investment Management Ltd (深圳市前海匯橋投資管理有限公司) since June 2017. From October 2017 to September 2023, Mr. Zhang has been director of Hubei W-Olf Photoelectric Technology Co., Ltd (湖北五方光電股份有限公司) (stock code: 002962) (a high-tech enterprise specializing in research, development, production and sales of precision photoelectric thin film components). He has worked as director of Shareate Tools Ltd (蘇州新銳合金工具股份有限公司) (stock code: 688257) (a global high-tech enterprise engaged in cemented carbide products and focused on rock drilling tools) from October 2017 to October 9 2022. Mr. Zhang has served as independent director of Shenzhen Landray Software Co., Ltd (深圳市藍凌軟件股份有限公司) which is a professional digital OA & service provider since December 2018. He joined Proitav Technology Limited (深圳市拔超科技有限公司), a national high-tech enterprise focusing on research, development and production of audio and video products as director since April 2019.

Mr. Zhang received a bachelor's degree in oil development and drilling engineering from the Jiangnan Petroleum University (now known as Yangtze University) in June 1992. He received a master's degree in industrial economics from Wuhan University of Technology in June 1999. Mr. Zhang also received an executive master of business administration degree from Cheung Kong Graduate School of Business in October 2012.

Mr. Zhang entered into a service agreement with the Company for a term of three years commencing from 24 March 2022 which may be terminated by either party upon a three month prior written notice. Pursuant to the service agreement, Mr. Zhang is entitled to an annual director's fee of US\$24,000, determined with reference to his experience and qualifications.

As at the Latest Practicable Date, Mr. Zhang did not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Future Ordinance.

Mr. Zhang is not related to any Director, senior management member, substantial or controlling shareholder (as defined under the Listing Rules) of the Company.

Save as disclosed above, none of the above retiring Directors have any information which is required to be disclosed under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters relating to the re-election of the retiring Directors that need to be brought to the attention of the Shareholders.

Details of the Proposed Amendments are set out as follows:

Article no. Proposed amendments (showing changes to the existing Memorandum of Association)

Cover page

~~SECOND~~**THIRD** AMENDED AND RESTATED  
MEMORANDUM AND ARTICLES OF ASSOCIATION  
OF  
SMIT HOLDINGS LIMITED  
國微控股有限公司

(adopted by special resolution passed on ~~29 May 2023~~<sup>[•]</sup> 2024)

Heading

~~SECOND~~**THIRD** AMENDED AND RESTATED  
MEMORANDUM OF ASSOCIATION  
OF  
SMIT HOLDINGS LIMITED  
國微控股有限公司

(adopted by special resolution passed on ~~29 May 2023~~<sup>[•]</sup> 2024)

Article no. Proposed amendments (showing changes to the existing Articles of Association)

Cover page

~~SECOND~~**THIRD** AMENDED AND RESTATED  
ARTICLES OF ASSOCIATION  
OF  
SMIT HOLDINGS LIMITED  
國微控股有限公司

(adopted by special resolution passed on ~~29 May 2023~~[•] 2024)

Heading

~~SECOND~~**THIRD** AMENDED AND RESTATED  
ARTICLES OF ASSOCIATION  
OF  
SMIT HOLDINGS LIMITED  
國微控股有限公司

(adopted by special resolution passed on ~~29 May 2023~~[•] 2024)



**Article no. Proposed amendments (showing changes to the existing Articles of Association)**

- ~~6.86-9~~ If the sum or any instalment payable in respect of any call is unpaid on or before the day appointed for payment thereof, the person or persons from whom the sum is due shall pay interest on the same at such rate not exceeding 15% per annum as the Board shall determine from the day appointed for the payment thereof to the time of actual payment, but the Board may waive payment of such interest wholly or in part.
- ~~6.96-10~~ No member shall be entitled to receive any dividend or bonus or to be present and vote (save as proxy for another member) at any general meeting, either personally or by proxy, or be reckoned in a quorum, or to exercise any other privilege as a member until all sums or instalments due from him to the Company in respect of any call, whether alone or jointly with any other person, together with interest and expenses (if any) shall have been paid.
- ~~6.106-11~~ At the trial or hearing of any action or other proceedings for the recovery of any money due for any call, it shall be sufficient to prove that the name of the member sued is entered in the register as the holder, or one of the holders, of the shares in respect of which such debt accrued; that the resolution making the call is duly recorded in the minute book; and that notice of such call was duly given to the member sued, in pursuance of these Articles; and it shall not be necessary to prove the appointment of the Directors who made such call, nor any other matters whatsoever, and the proof of the matters aforesaid shall be conclusive evidence of the debt.
- ~~6.116-12~~ Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, whether on account of the nominal value of the share and/or by way of premium or otherwise, shall for all purposes of these Articles be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment, all the relevant provisions of these Articles as to payment of interest and expenses, liabilities of joint holders, forfeiture and the like, shall apply as if such sum had become payable by virtue of a call duly made and notified.
- ~~6.126-13~~ The Board may, if it thinks fit, receive from any member willing to advance the same, and either in money or money's worth, all or any part of the money uncalled and unpaid or instalments payable upon any shares held by him, and upon all or any of the monies so advanced the Company may pay interest at such rate (if any) as the Board may decide. The Board may at any time repay the amount so advanced upon giving to such member not less than one month's notice in writing of its intention in that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the shares in respect of which it was advanced. No such sum paid in advance of calls shall entitle the member paying such sum to any portion of a dividend declared in respect of any period prior to the date upon which such sum would, but for such payment, become presently payable.

**Article no. Proposed amendments (showing changes to the existing Articles of Association)**

- 9.1 If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may, at any time during such time as any part thereof remains unpaid, without prejudice to the provisions of Article ~~6.106.9~~, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and which may still accrue up to the date of actual payment.
- 14.10 The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the registered office of the Company (or at such other place as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith (including by electronic means)) not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid provided always that the Chairman of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- 30.1 Except as otherwise provided in these Articles, any notice or document, including any Corporate Communication, may be served by the Company and any notices may be served by the Board on any member ~~either personally or by~~ in any of the following manners:
- (a) personally by leaving it at the registered address of such member as appearing in the register;
  - (b) by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted (which shall be sent by airmail where the notice or document is posted from one country to another);

**Article no. Proposed amendments (showing changes to the existing Articles of Association)**

- (c) ~~by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or;~~
- (d) by making it available on the Company's Website and/or the Exchange's website in compliance with the requirements of the Listing Rules, where such notice or document constitutes Corporate Communication; or
- (e) (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules: or as permitted by an applicable regulator (including the Exchange).

~~30.4 A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.~~

30.4 Any notice or document, including any Corporate Communication:

- (a) delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left;

**Article no. Proposed amendments (showing changes to the existing Articles of Association)**

- 30.5 (b) ~~Any notice or document~~ sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof.;
- 30.6 ~~Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.~~
- (c) given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient;
- (d) served by being made available on the Company's Website and/or the Exchange's website shall be deemed to be served on the day the notice first appears on the Company's Website and/or the Exchange's website, or such later time or as may be prescribed by the Listing Rules; and
- 30.7 (e) ~~Any notice~~ served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).
- 30.8 ~~Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.~~
- 30.530.9 A notice may be given by the Company to the person or persons entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it through the post in a prepaid letter addressed to him or them by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within Hong Kong supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.

**Article no. Proposed amendments (showing changes to the existing Articles of Association)**

- ~~30.630.10~~ Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which prior to his name and address being entered on the register shall have been duly given to the person from whom he derives his title to such share.
- ~~30.730.11~~ Any notice or document delivered or sent to any member in pursuance of these Articles, shall notwithstanding that such member be then deceased and whether or not the Company has notice of his death be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.
- ~~30.830.12~~ The signature to any notice to be given by the Company may be written or printed by means of facsimile or, where relevant, by Electronic Signature.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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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)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of SMIT Holdings Limited (the “**Company**”) will be held at 22F, Guoshi Building, No. 1801, Sha He Xi Road, Nanshan, Shenzhen, PRC at 4:00 p.m. on Friday, 31 May 2024 to consider and, if thought fit, pass the following resolutions:

#### **ORDINARY RESOLUTIONS**

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 2023;
2. to declare a final dividend of HK\$0.01 per ordinary share of the Company in respect of the year ended 31 December 2023;
3. to re-elect Mr. Loong, Manfred Man-tsun as an executive director of the Company;
4. to re-elect Mr. Kwan, Allan Chung-yuen as a non-executive director of the Company;
5. to re-elect Mr. Zhang Junjie as an independent non-executive director of the Company;
6. to authorise the board of directors of the Company to fix the remuneration of the Company’s directors;
7. to re-appoint PricewaterhouseCoopers as the Company’s auditor and authorise the board of directors of the Company to fix their remuneration;

and, as additional ordinary business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modification);

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## NOTICE OF THE ANNUAL GENERAL MEETING

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8. “**THAT:**
- (a) subject to paragraph (c) below, pursuant to The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with the unissued shares of US\$0.00002 each in the capital of the Company (the “**Shares**” and each, a “**Share**”) and to make or grant offers, agreements or options, including warrants to subscribe for, or to convert any securities (including bonds and convertible debentures) into, Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements or options which might require the exercise of the aforesaid powers after the expiry of the Relevant Period;
  - (c) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options and otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (defined below); or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of 20 per cent. of the total number of issued Shares (excluding any treasury shares) as at the date of the passing of this resolution; and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
  - (d) for the purposes of this resolution:
    - (i) “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
      - (aa) the conclusion of the next annual general meeting of the Company;
      - (bb) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the Cayman Islands to be held; or

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## NOTICE OF THE ANNUAL GENERAL MEETING

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- (cc) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.
  - (ii) “**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the directors of the Company to holders of Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”
  - (iii) Any reference to an allotment, issue, conversion, grant or dealing of Shares shall include the resale or transfer of Shares held in treasury (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for shares of the Company) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations.”
9. “**THAT:**
- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase (or agree to repurchase) shares of US\$0.00002 each in the capital of the Company (the “Shares” and each, a “Share”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Act, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
  - (b) the total number of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the total number of issued Shares (excluding any treasury shares) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

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## NOTICE OF THE ANNUAL GENERAL MEETING

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- (c) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the Cayman Islands to be held; or
    - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”
10. “**THAT** conditional on the passing of resolutions numbered 8 and 9 above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 8 above be and it is hereby extended by the addition thereto the total number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate of the total number of Shares repurchased or agreed to be repurchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 9 above.”

### SPECIAL RESOLUTION

11. to consider and, if thought fit, pass the following resolution as a special resolution:
- “**THAT** the third amended and restated memorandum and articles of association of the Company (the “**Third Amended and Restated Memorandum and Articles of Association**”), a copy of which has been produced to this meeting marked “A” for identification purpose and signed by the Chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company with immediate effect after the close of this meeting and that any one Director of the Company be and is hereby authorised to do all things necessary to implement the adoption and registration of the Third Amended and Restated Memorandum and Articles of Association.”

Yours faithfully,  
For and on behalf of the board of directors of  
**SMIT Holdings Limited**  
**Cheng Kai Pui, Eric**  
*Company Secretary*

26 April 2024

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## NOTICE OF THE ANNUAL GENERAL MEETING

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*Registered office:*

Maple Corporate Services Limited  
PO Box 309, Uglan House  
Grand Cayman, KY1-1104  
Cayman Islands

*Principal place of business in Hong Kong:*

1/F, Harbour View 2  
16 Science Park East Avenue  
Hong Kong Science Park Shatin  
New Territories  
Hong Kong

*Notes:*

1. Any member entitled to attend and vote at the above meeting is entitled to appoint one or, if he is the holder of two or more shares, one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notorially certified copy thereof, must be deposited at the offices of the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, at least 48 hours before the time for holding the above meeting.
3. The transfer books and register of members of the Company will be closed from Saturday, 25 May 2024 to Friday, 31 May 2024 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for attending the annual general meeting, all duly completed transfer forms, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Friday, 24 May 2024 for registration.
4. In relation to proposed resolution numbered 2 above, the proposed final dividend will be payable to the shareholders whose names appear on the register of members of the Company on Thursday, 13 June 2024. The transfer books and register of members of the Company will be closed from Saturday, 8 June 2023 to Thursday, 13 June 2024 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for the proposed final dividend, all duly completed transfer forms, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Friday, 7 June 2024 for registration.
5. In relation to proposed resolutions numbered 8 and 10 above, approval is being sought from the shareholders for the grant to the directors of a general mandate to authorise the allotment and issue of shares under the Listing Rules. The directors of the Company have no immediate plans to issue any new Shares.
6. In relation to proposed resolution numbered 9 above, the directors of the Company wish to state that they will exercise the powers conferred thereby to purchase Shares in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in the Appendix I to the circular of which this notice of the annual general meeting forms part.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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7. In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto in the meeting, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
  
8. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.