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SMIT HOLDINGS LIMITED
國微技術控股有限公司

(a company incorporated in the Cayman Islands with limited liability)
(Stock Code: 2239)

ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE

This announcement is made by SMIT Holdings Limited (the “**Company**”) pursuant to Rule 3.8 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”). Reference is made to the joint announcement of the Company and Green Flourish Limited (the “**Offeror**”) dated 7 December 2016 (the “**Announcement**”) and the composite document jointly issued by the Company and the Offeror dated 28 December 2016. Capitalized terms used herein shall have the same meanings as those defined in the Announcement.

UPDATE OF NUMBER OF RELEVANT SECURITIES OF THE COMPANY

The Board wishes to announce that, on 4 January 2017, 8,857 new Shares were allotted and issued due to the exercise of 8,857 Share Options granted under the Pre-IPO Share Option Scheme at the exercise price of HK\$0.318. Details of all classes of “relevant securities” (as defined in note 4 to Rule 22 of the Takeovers Code) issued by the Company and the numbers of such securities in issue as at the date of this announcement are as follows:

- (a) a total of 301,865,236 Shares in issue in the share capital of the Company; and
- (b) a total of 55,757,856 outstanding Share Options granted under the Pre-IPO Share Option Scheme with rights to subscribe for a total of 55,757,856 new Shares.

As at the date of this announcement, save as disclosed above, the Company has no outstanding securities, options, derivatives or warrants which are convertible or exchangeable into Shares and the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

DISCLOSURE OF DEALINGS

The respective associates of the Offeror and the Company are hereby reminded to disclose their dealings in any securities of the Company in accordance to Rule 22 of the Takeovers Code.

Pursuant to Note 11 to Rule 22 of the Takeovers Code, stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 of the Takeovers Code and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant rules of the Takeovers Code. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.

WARNING: Shareholders and investors generally should exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

By order of the board of Directors
SMIT HOLDINGS LIMITED
Huang Xueliang
Chairman

Hong Kong, 4 January 2017

The board of directors of the Company jointly and severally accept full responsibility for the accuracy of the information in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any of the statements in this announcement misleading.

As at the date of this announcement, the executive Director is Mr. Huang Xueliang (chairman and chief executive officer); the non-executive Directors are Mr. Zeng Zhijie and Mr. Kwan, Allan Chung-yuen; and the independent non-executive Directors are Mr. Zhang Junjie, Mr. Woo Kar Tung, Raymond and Mr. Jin Yufeng.