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## **SMIT HOLDINGS LIMITED**

**國微技術控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2239)**

### **ISSUE OF SHARES TO SELECTED EMPLOYEES**

On 27 June 2017, the Board has resolved to issue and allot, pursuant to the General Mandate, a total of 1,005,000 Awarded Shares to Selected Employees in recognition of, and as award for, the contributions of such Selected Employees. The Board shall cause to be paid the allotment money for the Awarded Shares from the Company's own resources. As such, no funds will be raised from the issue and allotment of the Awarded Shares.

As at the date of this announcement, none of the Shares have been issued by the Company under the General Mandate, thus the maximum number of new Shares which could be issued by the Company under the General Mandate is 60,407,931 Shares (not exceeding 20% of the total number of issued share of the Company of 302,039,658 Shares as at the date of the annual general meeting of the Company on 25 May 2017). As such, no Shareholders' approval is required for the allotment and issue of the Awarded Shares.

The Selected Employees comprise primarily the Group's middle management and technical staff, and key members from functional areas, including research and development and market and sales, of the Group. The Awarded Shares are issued in recognition of, and as award for, the Selected Employees' past contributions to the Group.

All of the Selected Employees and their respective associates are third parties independent of the Company and its connected persons and none of them is a director or a substantial shareholder of the Group (as defined under the Listing Rules) as at the date of this announcement.

The closing price of the Shares as at the date of this announcement is HK\$2.45 and the number of the Company's total issued shares as at the date of this announcement is 302,151,846 Shares. The total nominal value of the Awarded Shares is US\$20.10. The Awarded Shares to be allotted and issued by the Company represent (i) approximately 0.33% of the total issued share capital of the Company as at the date of this announcement; and (ii) approximately 0.33% of the total issued share capital of the company as enlarged by such allotment and issue. The Board and the remuneration committee of the Company consider that the Share Award is fair and reasonable, and is in the best interests of the Company and its shareholders as a whole.

The issue and allotment of the Awarded Shares to the Selected Employees is conditional upon the Listing Division of the Stock Exchange granting listing of, and permission to deal in, the Awarded Shares. There are no other conditions to the issuance and allotment of the Awarded Shares and no conditions are imposed on the Selected Employees. The Awarded Shares, when issued and fully paid, will rank pari passu among themselves and with the Shares in issue, with the right to receive all dividends and other distributions declared, made or paid on or after the date of award.

Application will be made by the Company to the Stock Exchange for approval of the listing of, and permission to deal in, the Awarded Shares.

## **DEFINITIONS**

Unless otherwise specified, the following terms have the following meanings in this announcement:

“associate”	has the meaning ascribed to it under the Listing Rules
“Awarded Shares”	a total of 1,005,000 Shares to be issued and allotted by the Company to the Selected Employees
“Board”	the board of Directors
“Company”	SMIT Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company

“Employee(s)”	any employee of any member of the Group
“Group”	the Company and its subsidiaries
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Selected Employee(s)”	the Group’s employees selected by the Board as recipients of the Awarded Shares
“Share(s)”	ordinary share(s) of US\$0.00002 each in the share capital of the Company
“Share Award”	the award of the Awarded Shares to the Selected Employees
“Shareholders”	holders of the share(s) in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By order of the Board  
**SMIT Holdings Limited**  
**Huang Xueliang**  
*Chairman*

Hong Kong, 27 June 2017

*As at the date of this announcement, the executive Directors are Mr. Huang Xueliang (chairman and chief executive officer), Mr. Shuai Hongyu and Mr. Loong, Manfred Man-tsun; the non-executive Directors are Mr. Zeng Zhijie, Mr. Kwan, Allan Chung-yuen and Mr. Gao Songtao; and the independent non-executive Directors are Mr. Zhang Junjie, Mr. Woo Kar Tung, Raymond and Mr. Jin Yufeng.*

\* *For identification purpose only*