THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

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, AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of SMIT Holdings Limited to be held at Room 4202-04, 42/F China Resources Building, 26 Harbour Road, Wanchai, Hong Kong at 4:00 p.m. on Friday, 29 May 2026 is set out on pages 16 to 21 of this circular.

A letter from the Board is set out on pages 4 to 8 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.

15 April 2026

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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 Room 4202-04, 42/F China Resources Building, 26 Harbour Road, Wanchai, Hong Kong at 4:00 p.m. on Friday, 29 May 2026 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 of 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

"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"	Monday, 13 April 2026, 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 and Articles of Association"	the Memorandum of Association and Articles
"Memorandum of Association"	the memorandum of association of the Company
"PRC"	The People's Republic of China
"Record Date"	Friday, 12 June 2026, 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"	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

"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
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Hong Kong Code on Takeovers and Mergers
"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

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
(Retired on 30 April 2025)
Ms. Chen Ying

Non-Executive Directors:
Mr. Kwan, Allan Chung-yuen
Mr. Cai Jing

Independent non-executive Directors:
Mr. Zhang Junjie (Resigned on 2 April 2026)
Mr. Woo Kar Tung, Raymond
Mr. Jin Yufeng (Resigned on 2 April 2026)
Ms. Zhang Min
Mr. Jiang Chunqian (Appointed on 2 April 2026)

Registered office:
Maples Corporate Services Limited
PO Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Principal place of business in Hong Kong:
Room 4202-04,
42/F China Resources Building,
26 Harbour Road,
Wanchai, Hong Kong

15 April 2026

To the Shareholders

Dear Sir/Madam,

PROPOSED DECLARATION OF DIVIDEND, GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS, 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, and details of the retiring Directors proposed to be re-elected.

FINAL DIVIDEND

As stated in the announcement issued by the Company dated 27 March 2026 relating to the annual results of the Group for the year ended 31 December 2025, the Board recommended the payment of a final dividend of HK1.00 cent per Share in respect of the year ended 31 December 2025 ("**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 Tuesday, 23 June 2026.

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.

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. Kwan, Allan Chung-yuen, Mr. Cai Jing and Mr. Woo Kar Tung, Raymond will retire and, being eligible, offer themselves for re-election.

According to Article 16.2 of the Articles, any Director appointed as an addition to the Board shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting. Accordingly, Mr. Jiang Chunqian, who was appointed as an independent non-executive Director with effect from 2 April 2026 as an addition to the Board, will be eligible for re-election and has offered himself for re-election at the Annual General Meeting.

Pursuant to code provision B.2.3 of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules, if an independent non-executive Director serves an issuer for more than nine years, any further appointment of such an independent non-executive Director should be subject to a separate resolution to be approved by the Shareholders. As Mr. Woo Kar Tung, Raymond has served as an independent non-executive Director for more than nine years, a separate resolution will be proposed at the Annual General Meeting to re-elect Mr. Woo Kar Tung, Raymond as an independent non-executive Director.

The nomination committee of the Company (the "**Nomination Committee**"), having reviewed the Board's composition and noted that pursuant to the Articles and the nomination policy of the Board (the "**Nomination Policy**"), Mr. Kwan, Allan Chung-yuen, Mr. Cai Jing, Mr. Woo Kar Tung, Raymond and Mr. Jiang Chunqian are eligible for nomination. The Nomination Committee recommended Mr. Kwan, Allan Chung-yuen, Mr. Cai Jing, Mr. Woo Kar Tung, Raymond and Mr. Jiang Chunqian to the Board for recommendation 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. In particular, based on (a) the contributions of Mr. Woo Kar Tung, Raymond over the years of his appointments; (b) the expertise, in particular Mr. Woo Kar Tung, Raymond possessing the relevant accounting and financial management expertise; and (c) the extensive industry experience possessed, the Nomination Committee was satisfied that Mr. Woo Kar Tung Raymond possess the required integrity and character to act as director of the Company and bring objective and independent judgment to the Board. The Company has also received the annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules from Mr. Woo Kar Tung, Raymond. During the years of his appointments, Mr. Woo Kar Tung, Raymond demonstrated his abilities to provide independent views to the Company's matters. In addition, the Nomination Committee and the Board also noted that Mr. Woo Kar Tung, Raymond (i) does not have any relationship with any Director, senior management or substantial shareholder or controlling shareholder of the Company; and (ii) is not involved in any relationships or circumstances which would interfere with the exercise of his independent judgement as an independent non-executive Director. Based on such factors, the Nomination Committee and the Board consider that Mr. Woo Kar Tung, Raymond remain independent despite his years of service with the Company. As such, the Board accepted the Nomination Committee's recommendations and recommended Mr. Kwan, Allan Chung-yuen, Mr. Cai Jing, Mr. Woo Kar Tung, Raymond and Mr. Jiang Chunqian to stand for re-election by Shareholders at the Annual General Meeting. Mr. Kwan, Allan Chung-yuen, Mr. Cai Jing, Mr. Woo Kar Tung, Raymond and Mr. Jiang Chunqian abstained from voting on their respective nominations.

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

THE ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting to be held at Room 4202-04, 42/F China Resources Building, 26 Harbour Road, Wanchai, Hong Kong at 4:00 p.m. on Friday, 29 May 2026 is set out on pages 16 to 21 of this circular.

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 and the re-election of Directors named above 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 notice to 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 Tuesday, 26 May 2026 to Friday, 29 May 2026, 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, 22 May 2026 for registration.

Final Dividend

The transfer books and register of members will be closed from Monday, 8 June 2026 to Friday, 12 June 2026, both days inclusive, during which period no transfer of Shares will be effected. 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, 5 June 2026 for registration.

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 and the Company has no treasury shares.

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.

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:

	Highest	**Lowest**
	HK$	*HK$*
March 2025	1.19	0.74
April 2025	1.01	0.66
May 2025	1.13	0.78
June 2025	1.10	0.83
July 2025	1.17	0.90
August 2025	1.08	0.87
September 2025	1.03	0.76
October 2025	1.03	0.65
November 2025	0.90	0.67
December 2025	0.85	0.67
January 2026	0.85	0.67
February 2026	0.96	0.77
March 2026	0.89	0.75
April 2026 (up to the Latest Practicable Date)	0.85	0.67

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 58.45% 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 64.94% 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. Kwan, Allan Chung-yuen (關重遠), aged 68, 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 Yahoo Inc.'s regional vice president and managing director of North Asia from July 2001 to January 2006 and international vice president from January 2006 to April 2007. 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 27 March 2025 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. Cai Jing (蔡靖), aged 44, is a non-executive Director of our Company. Mr. Cai joined our Group as a non-executive Director on 26 March 2021.

From April 2006 to April 2009, Mr. Cai worked as a senior engineer at Flextronics (China) Electronics Technology Co., Ltd. (偉創力(中國)電子設備有限公司).From April 2009 to July 2011, Mr. Cai worked as a technical manager in Ritt7Layers (北京華瑞賽維通信技術有限公司). From August 2011 to August 2014, he has served as a systems expert in Nokia (China) Investment Co., Ltd (諾基亞(中國)投資有限公司). From May 2016 to September 2019, Mr. Cai was appointed as a researcher of Cinda Securities Co., Ltd., and he served as Deputy Director of Boc Financial Assets Investment Co., Ltd (中銀金融資產投資有限公司) from October 2019 to January 2020. Since January 2020, Mr. Cai is the senior manager in the Second Investment Department of Sino-IC Capital Ltd (華芯投資管理有限責任公司), the fund manager of China Integrated Circuit Industry Investment Fund Co., Ltd (國家集成電路產業投資基金股份有限公司) ("**China IC Fund**").

Mr. Cai obtained a bachelor's degree in Department of Communication Engineering from Chongqing University in June 2003, and a master's degree in Department of Information Engineering from Beijing University of Posts and Telecommunications in February 2006, and MBA from National School of Development at Peking University in January 2016.

Mr. Cai entered into a service agreement with the Company for a term of three years commencing from 27 March 2026 which may be terminated by either party upon a three month prior written notice.

As at the Latest Practicable Date, Mr. Cai did not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

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

Mr. Woo Kar Tung, Raymond (胡家棟), aged 57, is an independent non-executive Director of our Company. Mr. Woo 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. Woo has more than 30 years of experience in the accounting and financial services industry. He began his career at Arthur Andersen & Co (香港安達信會計師事務所) where he qualified. From November 1997 to March 2004, Mr. Woo served as a vice president of investment banking division of ING Bank N.V.. From 2004 to 2006, Mr. Woo served as managing director and head of finance corporate at CITIC Securities (HK) Company Limited (中信證券(香港)有限公司). Mr. Woo has served as an independent non-executive director of Yuanda China Holdings Limited (遠大中國控股有限公司) (HKSE: 2789), a company principally engaged in the manufacturing and sale of curtain walls listed on the Main Board of the Stock Exchange, from April 2011 to June 4,2024. He was appointed as an independent non-executive director of Yankuang Energy Group Company Limited (兗礦能源集團股份有限公司) (HKSE:1171,Shanghai Stock code: 600188), a company engaged in the production and sales of coal listed on the main Board of the Stock Exchange and Shanghai A-shares since June 2023.

Mr. Woo received a bachelor's degree of commerce in the University of New South Wales, Australia in April 1992. Mr. Woo became a certified practising accountant of the Australian Society of Certified Practising Accountants in November 1996, and a fellow member of the Hong Kong Institute of Certified Public Accountants in April 2005.

Mr. Woo entered into a service agreement with the Company for a term of three years commencing from 27 March 2025 which may be terminated by either party upon a three month prior written notice. Pursuant to the service agreement, Mr. Woo 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. Woo did not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

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

Mr. Jiang Chunqian (蔣春黔), 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. (中航證券有限公司). 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 2021, 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.

Mr. Jiang entered into a service agreement with the Company for a term of three years commencing from 2 April 2026 which may be terminated by either party upon a three month prior written notice. Pursuant to the service agreement, Mr. Jiang 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. Jiang did not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Jiang 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.

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 Room 4202-04, 42/F China Resources Building, 26 Harbour Road, Wanchai, Hong Kong at 4:00 p.m. on Friday, 29 May 2026 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 2025;

2. to declare a final dividend of HK$0.01 per ordinary share of the Company in respect of the year ended 31 December 2025;

3. to re-elect Mr. Kwan, Allan Chung-yuen as a non-executive director of the Company;

4. to re-elect Mr. Cai Jing as a non-executive director of the Company;

5. to re-elect Mr. Woo Kar Tung, Raymond as an independent non-executive director of the Company;

6. to re-elect Mr. Jiang Chunqian as an independent non-executive director of the Company;

7. to authorise the board of directors of the Company to fix the remuneration of the Company's directors;

8. 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);

9. "**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

(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."

10. “**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

(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.”

11. "**THAT** conditional on the passing of resolutions numbered 9 and 10 above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 9 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 10 above."

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

15 April 2026

Registered office:
Maples Corporate Services Limited
PO Box 309, Ugland House Grand
Cayman, KY1-1104
Cayman Islands

Principal place of business in Hong Kong:
Room 4202-04,
42/F China Resources Building,
26 Harbour Road,
Wanchai, 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 notarially 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 Tuesday, 26 May 2026 to Friday, 29 May 2026 (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, 22 May 2026 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 Friday, 12 June 2026. The transfer books and register of members of the Company will be closed from Monday, 8 June 2026 to Friday, 12 June 2026 (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, 5 June 2026 for registration.

5. In relation to proposed resolutions numbered 9 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 10 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.

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.