



SMIT Holdings Limited
國微技術控股有限公司

(incorporated in the Cayman Islands with limited liability)
(stock code: 2239)

**Form of Proxy for the Annual General Meeting to be held on Friday, 10 May 2019 at
4:00 p.m. (or any adjournment thereof) (the “Meeting”)**

I/We (Note 1) _____
of _____

being the holder(s) (Note 2) of _____ shares of US\$0.00002 each of SMIT Holdings Limited (the “Company”)

hereby appoint the Chairman of the Meeting or _____

of _____
to act as my/our proxy (Note 3) at the Meeting to be held at to act as my/our proxy (Note 3) at the Meeting to be held at 22F, Guoshi Building., No.1801, Sha He Xi Road, Nanshan, Shenzhen, PRC at 4:00 p.m. on Friday, 10 May 2019, and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll (Note 4).

		For	Against
Ordinary Resolutions (Note 5)			
1.	To receive and consider 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 2018.		
2.	To declare a final dividend of HK1.00 cent per ordinary share of the Company in respect of the year ended 31 December 2018.		
3.	To re-elect Mr. Huang Xueliang as an executive director of the Company.		
4.	To re-elect Mr. Shuai Hongyu as an executive director of the Company.		
5.	To re-elect Mr. Loong, Manfred Man-tsun as an 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 to authorise the board of directors of the Company to fix their remuneration.		
8.	To grant a general mandate to the directors of the Company to allot, issue and deal with the Company's shares.		
9.	To grant a general mandate to the directors of the Company to repurchase the Company's shares.		
10.	To extend the general mandate granted to the directors of the Company under resolution no.8 by the number of shares repurchased under resolution no. 9.		
Special Resolution (Note 5)			
11.	to change the dual foreign name in Chinese of the Company from “國微技術控股有限公司” to “國微控股有限公司”		

Date: _____ Shareholder's signature: _____ (Notes 6, 7, 8, 9 and 10)

Notes:

1. Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed as your proxy in the space provided.
4. If you wish to vote for any of the resolutions set out above, please tick (“/”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“√”) the boxes marked “Against”. If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
5. The full text of the proposed resolutions are set out in the notice convening the Meeting.
6. In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
7. The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
8. To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority 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, not later than 48 hours before the time of the Meeting or any adjourned meeting.
9. Any alteration made to this form should be initialled by the person who signs the form.
10. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.