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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)**

## **GRANT OF WAIVER FOR DELAY IN DESPATCH OF MAJOR TRANSACTION CIRCULAR**

Reference is made to the announcements of SMIT Holdings Limited (the “**Company**”) dated 30 December 2019 (the “**Announcement**”) and 31 December 2019 in respect of the major transaction in relation to the deemed disposal of equity interests in S2C Shanghai Co., Ltd.\* (思爾芯(上海)信息科技有限公司). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

As disclosed in the Announcement, pursuant to Rule 14.44 of the Listing Rules, written approval for the Capital Injection has been obtained from the aforesaid closely allied group of Shareholders on the date of the Capital Injection Agreement. Accordingly, no extraordinary general meeting of the Group will be convened for the purpose of approving the Capital Injection.

Pursuant to Rule 14.41(a) of the Listing Rules, a circular (the “**Circular**”) in relation to the Capital Injection and other information required under the Listing Rules is required to be despatched to the Shareholders within 15 business days after the publication of the Announcement, that is, on or before 21 January 2020.

As additional time is required for the Company to prepare and finalise certain information to be included in the Circular, the Company has applied for, and the Stock Exchange has granted a waiver from strict compliance with Rule 14.41(a) of the Listing Rules on the condition that the Company will despatch the Circular to the Shareholders on or before 31 January 2020.

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

Hong Kong, 21 January 2020

*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. 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