

Unless otherwise defined, terms used in this announcement shall have the same meaning as those defined in the prospectus dated 16 March 2016 (the “**Prospectus**”) issued by SMIT Holdings Limited (the “**Company**”)

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an offer or an invitation to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the shares thereby being offered. Unless defined herein, capitalised terms used in this announcement shall have the same meanings as defined in the Prospectus.

This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. Securities may not be offered or sold in the United States except pursuant to registration or an exemption from registration requirements under the U.S. Securities Act. The Offer Shares have not been, and will not be, registered under the U.S. Securities Act or any state securities laws of the United States. There will not and it is not currently intended for there to be any public offering of securities of the Company in the United States.

SMIT HOLDINGS LIMITED

國微技術控股有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Shares offered under the : 75,000,000 Shares

Global Offering

Number of International : 67,500,000 Shares (subject to adjustment)
Offer Shares

Number of Hong Kong Offer Shares : 7,500,000 Shares (subject to adjustment)

Maximum Offer Price : HK\$3.88 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund on final pricing)

Nominal value : US\$0.00002 per Share

Stock code : 2239

Sole Sponsor



Sole Global Coordinator and Sole Bookrunner



Application has been made to the Listing Committee of the Stock Exchange for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Capitalisation Issue and the Global Offering as described in the Prospectus (including any additional Shares which may be issued pursuant to the exercise of options granted under the Pre-IPO Share Option Scheme).

The Global Offering comprises the Hong Kong Public Offering of initially 7,500,000 Shares (subject to adjustment), representing 10% of the number of Offer Shares, and the International Offering of initially 67,500,000 Shares (subject to adjustment) representing 90% of the number of Offer Shares. The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to adjustment as described in the section headed “Structure of the Global Offering” in the Prospectus. The Company is not expected to grant any over-allotment option in connection with the Global Offering and there are not expected to be any stabilisation activities undertaken in connection with the Global Offering.

The Offer Price will not be more than HK\$3.88 per Offer Share and is currently expected to be not less than HK\$3.10 per Offer Share, unless otherwise announced. Applicants for Hong Kong Offer Shares are required to pay, on application, the Offer Price of HK\$3.88 for each Hong Kong Offer Share together with a brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$3.88 per Offer Share.

Subject to the granting of the approval for listing of, and permission to deal in, our Shares on the Stock Exchange and our Company’s compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second trading date after the trade date. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

Assuming the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. on Wednesday, 30 March 2016, it is expected that dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Wednesday, 30 March 2016.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set forth in the Prospectus and the Application Forms and the designated website www.eipo.com.hk for the White Form eIPO. Applicants who wish the Hong Kong Offer Shares to be issued in their own names should (i) complete and sign the **WHITE** Application Forms; or (ii) submit applications online through the designated website of the **White Form eIPO** Service Provider at www.eipo.com.hk under the **White Form eIPO** service. Applicants who wish to have the Hong Kong Offer Shares issued in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants should (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Wednesday, 16 March 2016 until 12:00 noon on Monday, 21 March 2016 from:

1. any of the following offices of the Hong Kong Underwriters:

(a) **Haitong International Securities Company Limited**

22/F, Li Po Chun Chambers
189 Des Voeux Road Central
Hong Kong

(b) **Alliance Capital Partners Limited**

Unit 318, 3/F, Shui On Centre
6-8 Harbour Road, Wanchai
Hong Kong

(c) **Convoy Investment Services Limited**

Room C, 24/F, @CONVOY
169 Electric Road, North Point
Hong Kong

(d) **RHB Securities Hong Kong Limited**

12/F, World-Wide House
19 Des Voeux Road Central
Hong Kong

2. any of the following branches of the receiving bank for the Hong Kong Public Offering:

Bank of China (Hong Kong) Limited

Region	Branch	Address
Hong Kong Island	Bank of China Tower Branch	3/F, 1 Garden Road
	Shek Tong Tsui Branch	534 Queen's Road West, Shek Tong Tsui
	Chai Wan Branch	Block B, Walton Estate, 341-343 Chai Wan Road, Chai Wan
Kowloon	Mong Kok Branch	589 Nathan Road, Mong Kok
	Hoi Yuen Road Branch	55 Hoi Yuen Road, Kwun Tong
New Territories	City One Sha Tin Branch	Shop Nos.24-25, G/F, Fortune City One Plus, No.2 Ngan Shing Street, ShaTin
	Yuen Long (Hang Fat Mansion) Branch	8-18 Castle Peak Road, Yuen Long
	Citywalk Branch	Shop 65, G/F, Citywalk, 1 Yeung Uk Road, Tsuen Wan

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Wednesday, 16 March 2016 until 12:00 noon on Monday, 21 March 2016 from:

- (1) the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or
- (2) your stockbroker.

Applicants applying by using the **White Form eIPO** service may submit their applications to **White Form eIPO** Service Provider through the designated website at www.eipo.com.hk from 9:00 a.m. on Wednesday, 16 March 2016 until 11:30 a.m. on Monday, 21 March 2016 (24 hours daily, except on the last application day) or such later date as described in the section headed “*How to apply for the Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists*” of the Prospectus.

Both **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker’s cashier order marked payable to “Bank of China (Hong Kong) Nominees Limited — SMIT Holdings Public Offer” should be securely stapled and deposited in the special collection boxes provided at any of the branches of receiving bank referred to above on such dates and during such time as specified in the Prospectus and the Application Forms.

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Wednesday, 16 March 2016 until 12:00 noon on Monday, 21 March 2016 or such later time as described in “*How to apply for the Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists*” in the Prospectus. The application lists will be open from 11:45 a.m. to 12:00 noon on Monday, 21 March 2016, the last application day or such later time as described in “*How to apply for the Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists*” in the Prospectus.

Please refer to the sections headed “*Structure of the Global Offering*” and “*How to Apply for the Hong Kong Offer Shares*” in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

We expect to announce the final Offer Price, the level of indication of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares on Tuesday, 29 March 2016 in The Standard (in English) and the Hong Kong Economic Journal (in Chinese) and on the website of the Stock Exchange at www.hkexnews.hk and the website of our Company at www.smit.com.cn. Results of allocations in the Hong Kong Public Offering (with successful applicants’ identification document numbers, where applicable) will be available through a variety of channels from Tuesday, 29 March 2016 as described in the section “*How to Apply for the Hong Kong Offer Shares — 11. Publication of Results*” in the Prospectus.

No temporary documents of title will be issued in respect of the Shares. No receipt will be issued for sums paid on application. Share certificates will only become valid documents of title at 8:00 a.m. on Wednesday, 30 March 2016 provided that the Global Offering has become unconditional in all respects and neither the Underwriting Agreements has been terminated in accordance with its terms.

Assuming the Global Offering becomes unconditional at or before 8:00 a.m. (Hong Kong time) on Wednesday, 30 March 2016, dealing in the Shares on the Stock Exchange is expected to commence at 9:00 a.m. on Wednesday, 30 March 2016. The Shares will be traded in board lots of 1,000 Shares each. The stock code of the Company is 2239.

By order of the Board
SMIT Holdings Limited
Mr. Huang Xueliang
Chairman

Hong Kong, 16 March 2016

As at the date of this announcement, the executive Directors are Mr. Huang Xueliang; the non-executive Directors are Mr. Zeng Zhijie and Mr. Kwan, Allen, Chung-Yuen; and the independent non-executive Directors are Mr. Zhang Junjie, Mr. Woo Kar Tung, Raymond and Mr. Jin Yufeng.

Please also refer to the published version of this announcement in The Standard (in English) and the Hong Kong Economic Journal (in Chinese).