

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 28, 2008

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM TO

COMMISSION FILE NUMBER 0-31051

SMTC CORPORATION

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE
(STATE OR OTHER JURISDICTION OF
INCORPORATION OR ORGANIZATION)

98-0197680
(I.R.S. EMPLOYER
IDENTIFICATION NO.)

635 HOOD ROAD
MARKHAM, ONTARIO, CANADA L3R 4N6
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

(905) 479-1810
(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See: definition of "accelerated filer, large accelerated filer and smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer Accelerated Filer Non-accelerated Filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of November 1, 2008, SMTC Corporation had 13,894,884 shares of common stock, par value \$0.01 per share, and one share of special voting stock, par value \$0.01 per share, outstanding. As of November 1, 2008, SMTC Corporation's subsidiary, SMTC Manufacturing Corporation of Canada, had 7,948,310 exchangeable shares outstanding, including 7,196,862 exchangeable shares held by SMTC Corporation's wholly-owned subsidiary, SMTC Nova Scotia Company. Each exchangeable share is exchangeable into one share of common stock of SMTC Corporation.

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SMTC CORPORATION

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Part I FINANCIAL INFORMATION

Item 1 Financial Statements

Consolidated Balance Sheets as of:

(Expressed in thousands of U.S. dollars)

(Unaudited)

		September 28, 2008	December 31, 2007
Assets			
Current assets:			
Cash		\$ 2,000	\$ 182
Accounts receivable – net	Note 3	30,439	38,658
Inventories	Note 3	40,650	30,879
Prepaid expenses		1,795	940
		<u>74,884</u>	<u>70,659</u>
Property, plant and equipment – net	Note 3	16,617	22,295
Deferred financing fees	Note 3	698	1,410
Deferred income taxes	Note 8	489	483
		<u>\$ 92,688</u>	<u>\$ 94,847</u>
Liabilities and Shareholders' Equity			
Current liabilities:			
Accounts payable		\$ 40,657	\$ 37,172
Accrued liabilities	Note 3	8,624	7,272
Income taxes payable		560	604
Current portion of long-term debt	Note 4	2,250	3,071
Current portion of capital lease obligations		917	736
		<u>53,008</u>	<u>48,855</u>
Long-term debt	Note 4	16,927	17,913
Capital lease obligations		1,386	1,244
Commitments and contingencies	Note 11		
Shareholders' equity:	Note 5		
Capital stock		7,482	7,854
Warrants		10,372	10,372
Loans receivable		(5)	(5)
Additional paid-in capital		249,550	248,888
Deficit		(246,032)	(240,274)
		<u>21,367</u>	<u>26,835</u>
		<u>\$ 92,688</u>	<u>\$ 94,847</u>

See accompanying notes to consolidated financial statements.

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Consolidated Statements of Operations

(Expressed in thousands of U.S. dollars, except number of shares and per share amounts)

(Unaudited)

	Three months ended		Nine months ended	
	September 28, 2008	September 30, 2007	September 28, 2008	September 30, 2007
Revenue	\$ 60,073	\$ 54,046	\$ 181,499	\$ 189,633
Cost of sales	<u>55,258</u>	<u>50,621</u>	<u>167,829</u>	<u>173,886</u>
Gross profit	4,815	3,425	13,670	15,747
Selling, general and administrative expenses	3,461	2,676	10,888	10,366
Restructuring charges	Note 6	—	242	242
Loss on extinguishment of debt	Note 7	613	371	371
Operating earnings (loss)	741	136	(3,354)	4,768
Interest expense	Note 3	569	1,265	4,529
Earnings (loss) before income taxes	172	(1,129)	(5,601)	239
Income tax expense (recovery)	Note 8			
Current	6	64	163	(1,381)
Deferred	23	—	(6)	(98)
	<u>29</u>	<u>64</u>	<u>157</u>	<u>(1,479)</u>
Net earnings (loss), also being comprehensive income (loss)	\$ 143	\$ (1,193)	\$ (5,758)	\$ 1,718
Basic earnings (loss) per share	\$ 0.01	\$ (0.08)	\$ (0.39)	\$ 0.12
Diluted earnings (loss) per share	\$ 0.01	\$ (0.08)	\$ (0.39)	\$ 0.11
Weighted average number of shares outstanding				
Basic	14,646,333	14,646,333	14,646,333	14,646,333
Diluted	Note 9	14,729,485	14,646,333	14,947,018

See accompanying notes to consolidated financial statements.

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Consolidated Statements of Changes in Shareholders' Equity

(Expressed in thousands of U.S. dollars)

Nine months ended September 28, 2008 and September 30, 2007

(Unaudited)

	<u>Capital stock</u>	<u>Warrants</u>	<u>Loans receivable</u>	<u>Additional paid-in capital</u>	<u>Deficit</u>	<u>Shareholders' equity</u>
Balance, December 31, 2007	\$ 7,854	\$10,372	\$ (5)	\$ 248,888	\$(240,274)	\$ 26,835
Stock-based compensation	—	—	—	290	—	290
Conversion of shares from exchangeable to common stock	(372)	—	—	372	—	—
Net loss	—	—	—	—	(5,758)	(5,758)
Balance, September 28, 2008	<u>\$ 7,482</u>	<u>\$10,372</u>	<u>\$ (5)</u>	<u>\$ 249,550</u>	<u>\$(246,032)</u>	<u>\$ 21,367</u>

	<u>Capital stock</u>	<u>Warrants</u>	<u>Loans receivable</u>	<u>Additional paid-in capital</u>	<u>Deficit</u>	<u>Total Shareholders' equity</u>
Balance, December 31, 2006	\$ 11,969	\$10,372	\$ (5)	\$ 244,501	\$(242,946)	\$ 23,891
Stock-based compensation	—	—	—	196	—	196
Conversion of shares from exchangeable to common stock	(4,115)	—	—	4,115	—	—
Net earnings	—	—	—	—	1,718	1,718
Balance, September 30, 2007	<u>\$ 7,854</u>	<u>\$10,372</u>	<u>\$ (5)</u>	<u>\$ 248,812</u>	<u>\$(241,228)</u>	<u>\$ 25,805</u>

See accompanying notes to consolidated financial statements.

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Consolidated Statements of Cash Flows

(Expressed in thousands of U.S. dollars)

(Unaudited)

	Three months ended		Nine months ended	
	September 28, 2008	September 30, 2007	September 28, 2008	September 30, 2007
Cash provided by (used in):				
Operations:				
Net earnings (loss)	\$ 143	\$ (1,193)	\$ (5,758)	\$ 1,718
Items not involving cash:				
Depreciation	724	1,225	2,588	3,756
Loss on disposition of property, plant and equipment	—	9	—	9
Impairment of property, plant and equipment	—	—	4,921	—
Deferred income taxes	23	8	(6)	(95)
Non-cash interest	91	422	295	1,518
Stock-based compensation	(279)	(1,003)	217	135
Loss on extinguishment of debt	613	269	613	269
Change in non-cash operating working capital:				
Accounts receivable	9,364	4,636	8,219	10,273
Inventories	(2,631)	(310)	(9,771)	5,999
Prepaid expenses	(392)	96	(855)	(217)
Income taxes payable	(22)	58	(44)	(1,567)
Accounts payable	(169)	5,057	3,485	2,746
Accrued liabilities	640	539	1,366	(2,104)
	8,105	9,813	5,270	22,440
Financing:				
Increase in long term debt	13,800	21,500	13,800	21,500
Repayment of long-term debt	(19,116)	(30,378)	(15,607)	(40,012)
Principal payment of capital lease obligations	(245)	(158)	(654)	(480)
Deferred financing fees	(250)	(1,362)	(250)	(1,362)
	(5,811)	(10,398)	(2,711)	(20,354)
Investing:				
Purchase of property, plant and equipment	(294)	(287)	(1,009)	(1,758)
Proceeds from sale of property, plant and equipment	—	—	268	—
	(294)	(287)	(741)	(1,758)
Increase in cash and cash equivalents	2,000	(872)	1,818	328
Cash and cash equivalents, beginning of period	—	1,200	182	—
Cash and cash equivalents, end of the period	\$ 2,000	\$ 328	\$ 2,000	\$ 328

See accompanying notes to consolidated financial statements.

Notes to Consolidated Financial Statements

1. Nature of the business

SMTC Corporation (the “Company”) is a worldwide provider of advanced electronics manufacturing services to original equipment manufacturers. The Company services its customers through manufacturing and technology centers located in the United States, Canada, Mexico and China. For the past seven years the Company has had an evolving manufacturing relationship with Alco Electronics Ltd. (Alco), a Hong Kong-headquartered, publicly-traded company with large scale manufacturing operations in China. Currently, the Company is operating under an existing manufacturing arrangement with Alco. Having established a new manufacturing facility in China, we expect to operate under a joint venture agreement in due course. This new facility provides a full suite of integrated manufacturing services including assembly, testing, box build, final product integration, and expanded supply chain capabilities through a new international sourcing and procurement office.

The unaudited interim consolidated financial statements of the Company have been prepared in accordance with the accounting principles and methods of application disclosed in the audited consolidated financial statements for the year ended December 31, 2007. The accompanying unaudited interim consolidated financial statements include adjustments that are, in the opinion of management, necessary for a fair presentation under generally accepted accounting principles in the United States (“U.S. GAAP”). These unaudited interim consolidated financial statements should be read in conjunction with the Company’s audited consolidated financial statements for the year ended December 31, 2007.

2. Accounting changes, recent accounting pronouncements, and change in accounting estimate

Accounting changes:

In September 2006, the Financial Accounting Standards Board (“FASB”) issued Statement of Financial Accounting Standards 157, Fair Value Measurements (“SFAS 157”). SFAS 157 establishes a framework for measuring fair value of assets and liabilities, and expands disclosures about fair value measurements. SFAS 157 was adopted effective January 1, 2008 and did not have a material impact on the Company’s consolidated financial statements.

In February 2007, the FASB issued SFAS 159, The Fair Value Option for Financial Assets and Financial Liabilities-Including an amendment of FASB Statement No. 115 (“SFAS 159”). SFAS 159 permits an entity to choose to measure many financial assets and financial liabilities at fair value. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings. SFAS 159 was adopted effective January 1, 2008 and did not have a material impact on the Company’s consolidated financial statements as the Company did not choose to measure any applicable financial assets or financial liabilities at fair value.

In December 2007, the SEC issued SAB 110, Share-Based Payment (“SAB 110”). SAB 110 amends and replaces Question 6 of Section D.2 of Topic 14, “Share-Based Payment,” of the Staff Accounting Bulletin series. Question 6 of Section D.2 of Topic 14 expressed the views of the staff regarding the use of the “simplified” method in developing an estimate of the expected term of “plain vanilla” share options and allows usage of the “simplified” method for share option grants prior to December 31, 2007. SAB 110 allows public companies which do not have historically sufficient experience to provide a reasonable estimate to continue use for the “simplified” method for estimating the expected term of “plain vanilla” share option grants after December 31, 2007. SAB 110 became effective January 1, 2008. The Company currently uses the “simplified” method to estimate the expected term for share option grants as it does not have enough historical experience to provide a reasonable estimate. The Company will continue to use the “simplified” method until it has enough historical experience to provide a reasonable estimate of expected term in accordance with SAB 110. SAB 110 did not have a material impact on the Company’s consolidated balance sheets, statements of operations and cash flows.

Recent accounting pronouncements:

In May 2008, the FASB issued SFAS 162, The Hierarchy of Generally Accepted Accounting Principles (“SFAS 162”). SFAS 162 identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements that are presented in conformity with generally accepted accounting principles in the United States (the GAAP hierarchy). The FASB concluded that the GAAP hierarchy should reside in the accounting literature established by the FASB and is issuing SFAS 162 to achieve that result. SFAS 162 becomes effective November 15, 2008. The adoption of this standard is not anticipated to have a material effect on the Company’s consolidated financial statements.

In June 2008, the FASB ratified EITF No. 07-5, Determining Whether an Instrument (or an Embedded Feature) Is Indexed to an Entity’s Own Stock (“EITF 07-5”). EITF 07-5 provides that an entity should use a two-step approach to evaluate whether an equity-linked financial instrument (or embedded feature) is indexed to its own stock, including evaluating the instrument’s contingent exercise and settlement provisions. EITF 07-5 is effective for financial statements issued for fiscal years beginning after December 15, 2008. The Company is assessing the impact of EITF 07-5 on its consolidated financial statements.

In June 2008, the FASB issued FASB Staff Position (“FSP”) EITF Issue No. 03-6-1, Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities (“EITF 03-6-1”). EITF 03-6-1 addresses whether instruments

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granted in share-based payment transactions are participating securities prior to vesting and, therefore, need to be included in the earnings allocation in computing earnings per share under the two-class method. EITF 03-6-1 affects entities that accrue dividends on share-based payment awards during the awards' service period when the dividends do not need to be returned if the employees forfeit the award. EITF 03-6-1 is effective for fiscal years beginning after December 15, 2008. The Company is currently assessing the impact of EITF 03-6-1 on its consolidated financial statements.

Change in accounting estimate:

In the course of acquiring machinery and equipment for the fabrication business at the beginning of the second quarter of 2008, the Company conducted a review of the estimated useful life of machinery and equipment used in that business. Based on those findings, the estimated useful life of that class of assets was increased from 7 years to 15 years. This change in estimate was applied to all existing and new assets of this class on a prospective basis from March 31, 2008.

3. Consolidated financial statement details

The following consolidated financial statement details are presented as of the period ended for the consolidated balance sheets and for the three and nine months ended for each of the consolidated statements of operations and consolidated statements of cash flows.

Consolidated statements of operations

Interest expense:

	<u>Three months ended</u>		<u>Nine months ended</u>	
	<u>September 28, 2008</u>	<u>September 30, 2007</u>	<u>September 28, 2008</u>	<u>September 30, 2007</u>
Long-term debt	\$ 516	\$ 1,212	\$ 2,095	\$ 4,376
Obligations under capital leases	53	53	152	153
Interest expense	<u>\$ 569</u>	<u>\$ 1,265</u>	<u>\$ 2,247</u>	<u>\$ 4,529</u>

Consolidated statements of cash flows

Supplemental disclosures:

	<u>Three months ended</u>		<u>Nine months ended</u>	
	<u>September 28, 2008</u>	<u>September 30, 2007</u>	<u>September 28, 2008</u>	<u>September 30, 2007</u>
Cash interest paid	\$ 655	\$ 913	\$ 2,037	\$ 3,104
Cash taxes paid – net	\$ —	\$ 35	\$ 131	\$ 235
Property, plant and equipment acquired through capital lease	\$ —	\$ 561	\$ 977	\$ 561

Consolidated balance sheets

Accounts receivable – net:

	<u>September 28, 2008</u>	<u>December 31, 2007</u>
Accounts receivable	\$ 30,999	\$ 39,371
Allowance for doubtful accounts	(560)	(713)
Accounts receivable – net	<u>\$ 30,439</u>	<u>\$ 38,658</u>

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Inventories:

	September 28, 2008	December 31, 2007
Raw materials	\$ 26,672	\$ 22,576
Work in process	8,625	5,459
Finished goods	4,637	2,151
Other	716	693
Inventories	\$ 40,650	\$ 30,879

Property, plant and equipment – net:

	September 28, 2008	December 31, 2007
Cost:		
Land	\$ 1,648	\$ 1,648
Buildings	9,758	9,677
Machinery and equipment ^(a)	31,197	30,377
Office furniture and equipment	4,388	4,376
Computer hardware and software ^(b)	9,288	9,015
Leasehold improvements	9,010	13,675
	<u>65,289</u>	<u>68,768</u>
Less accumulated depreciation:		
Land	—	—
Buildings	(4,150)	(3,775)
Machinery and equipment ^(a)	(22,885)	(21,531)
Office furniture and equipment	(4,284)	(4,238)
Computer hardware and software ^(b)	(8,605)	(8,407)
Leasehold improvements	(8,748)	(8,522)
	<u>(48,672)</u>	<u>(46,473)</u>
Property, plant and equipment – net	\$ 16,617	\$ 22,295

(a) Included within machinery and equipment were assets under capital leases with costs of \$7,084 and \$6,375, and associated accumulated depreciation of \$2,770 and \$2,056, as of September 28, 2008 and December 31, 2007, respectively. The related depreciation expense for the three months ended September 28, 2008 and September 30, 2007 was \$240 and \$221, respectively. Related depreciation expense for the nine months ended September 28, 2008 and September 30, 2007 was \$714 and \$636, respectively.

(b) Included within computer hardware and software were assets under capital leases with costs of \$268 and \$0, and associated accumulated depreciation of \$28 and \$0, as of September 28, 2008 and December 31, 2007, respectively. The related depreciation expense for the three and nine months ended September 28, 2008 was \$21 and \$28, respectively. There was no depreciation expense for computer hardware and software under capital lease for the three and nine months ended September 30, 2007.

Deferred financing fees:

	September 28, 2008	December 31, 2007
Deferred financing fees	\$ 2,371	\$ 3,403
Less: accumulated amortization	(1,673)	(1,993)
Deferred financing fees – net	\$ 698	\$ 1,410

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Accrued liabilities:

	September 28, 2008	December 31, 2007
Customer related	\$ 1,760	\$ 1,077
Interest and financing related	323	345
Payroll	2,702	2,605
Professional services	726	1,260
Restructuring	104	70
Vendor related	787	277
Miscellaneous taxes	262	210
Customer deposits	404	—
Other	1,556	1,428
Accrued liabilities	<u>\$ 8,624</u>	<u>\$ 7,272</u>

4. Long term debt

	September 28, 2008	December 31, 2007
Senior debt:		
Revolving	\$ 6,027	\$ 252
Term	<u>13,150</u>	<u>20,732</u>
	19,177	20,984
Less: Current portion of long-term debt	<u>(2,250)</u>	<u>(3,071)</u>
Long-term debt	<u>\$ 16,927</u>	<u>\$ 17,913</u>

On August 3, 2007, the Company and its subsidiaries entered into new five year agreements, expiring August 4, 2012 with Wachovia Capital Finance Corporation (“Wachovia”), the Company’s existing senior lender, and Monroe Capital Management Advisors LLC (“Monroe”), in both Canada and the United States (collectively, the “Wachovia Monroe Facilities”). The Wachovia Monroe Facilities provided for a \$40,000 revolving credit facility and a \$21,500 term loan. The proceeds of the loans were used to repay existing debt and provided for working capital needs. The availability under the revolving credit facilities was subject to certain borrowing base conditions based on the eligible inventory and accounts receivable of the Company. The revolving credit facilities bore interest at the U.S. Prime rate. The term loan bore interest at LIBOR plus 4% with the rate declining at predetermined levels based on the Company’s overall leverage. The Wachovia Monroe Facilities replaced all previous credit facilities, including the senior revolving credit facilities and term debt provided by Wachovia, and subordinated term debt held by a syndicate of lenders.

The Wachovia Monroe Facilities were jointly and severally guaranteed by the Company and secured by the assets and capital stock of each of the Company’s subsidiaries and its future subsidiaries.

The Company incurred costs of \$1,409 related to the completion of the Wachovia Monroe Facilities in 2007. These costs were recorded as a non-current deferred charge and are being amortized as additional interest expense over the term of the credit facility.

During the second quarter of 2008, the Company was informed that Monroe had assigned all of its rights, title and interest in the term debt to a fund held by Garrison Investment Group LLC (“Garrison”).

During the third quarter of 2008, the Company entered into a second amended and restated loan agreement in the US and Canada with Wachovia and Export Development Canada (“EDC”) dated August 7, 2008 (the “Wachovia EDC Facilities”), and maturing on August 12, 2012. Under the amendment, Wachovia amended certain borrowing base conditions based on eligible inventory and accounts receivable of the Company to allow increased borrowing capacity and increased the revolving credit facility from \$40,000 to \$45,000. Wachovia also provided an \$800 term loan, bearing interest based on the U.S. Prime rate. Also under this amendment, EDC replaces Garrison as the primary term debt lender. The proceeds from the EDC term debt of \$13,000, together with the increased borrowing capacity, were used to repay the entire remaining Garrison loan. The EDC term debt bears interest at LIBOR plus 3.5%, decreasing at various leverage rates. Financial covenants were changed and restrictions on certain investments and expenditures have been removed.

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The Company incurred costs of \$250 related to the completion of the Wachovia EDC Facilities in 2008. These costs were recorded as a non-current deferred charge and are being amortized as additional interest expense over the term of the credit facility

At September 28, 2008 and December 31, 2007, there were Canadian dollar denominated cash balances of \$1,351 and \$1,362 respectively, of which the December 31, 2007 balance was classified as an offset to debt balances as they were required to be used to reduce the outstanding revolving credit facilities.

The Wachovia EDC Facilities are jointly and severally guaranteed by the Company and secured by the assets and capital stock of each of the Company's subsidiaries and its future subsidiaries.

The term loan to EDC is repayable in quarterly installments of \$650 to \$975, with the remaining amounts outstanding due at maturity, as specified in the repayment schedule of the loan agreement. The term loan to Wachovia is repayable in quarterly installments of \$75, with the remaining amounts outstanding due at maturity.

Financial covenants:

The Company is in compliance with the financial covenants included in the Wachovia EDC Facilities as at September 28, 2008. Continued compliance with the financial covenants for the next twelve months is dependent on the Company achieving certain minimum forecast results. In the event of non-compliance, the Company's lenders have the right to demand repayment of the amounts outstanding under the lending agreements or pursue other remedies or, if the Company can reach an agreement with its lenders to amend or waive the financial covenants.

5. Capital stock

Common shares

Issued and outstanding:

The issued and outstanding number of common shares included in shareholders' equity consisted of the following as of September 28, 2008:

	Number of shares	\$
Common Stock		
Exchangeable shares:		
Balance at beginning of the nine month period	791,533	\$ 7,489
Shares issued pursuant to:		
Conversion to common stock	<u>(39,385)</u>	<u>(372)</u>
Balance at end of the period	<u>752,148</u>	<u>\$ 7,117</u>
Common shares:		
Balance at beginning of the nine month period	13,854,799	\$ 365
Shares issued pursuant to:		
Conversion of exchangeable shares	<u>39,385</u>	<u>—</u>
Balance at end of the period	<u>13,894,184</u>	<u>\$ 365</u>
Special voting stock:		
Balance at beginning of the nine month period	<u>1</u>	<u>\$ —</u>
Balance at end of the period	<u>1</u>	<u>\$ —</u>
Total Common stock	<u>14,646,333</u>	<u>\$ 7,482</u>
Warrants		
Common share warrants:		
Balance at beginning of the nine month period	11,166,947	\$ 2,755
Balance at end of the period	<u>11,166,947</u>	<u>\$ 2,755</u>
Exchangeable share warrants:		
Balance at beginning of the nine month period	16,675,000	\$ 7,617
Balance at end of the period	<u>16,675,000</u>	<u>\$ 7,617</u>
Total Warrants	<u>27,841,947</u>	<u>\$10,372</u>

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Stock options

For information regarding the Company's stock option arrangements, see Note 6 of the Notes to the Consolidated Financial Statements within the Company's Form 10-K for the fiscal year ended December 31, 2007, filed with the Securities and Exchange Commission (the "SEC") on March 31, 2008. There were no options granted during the three or nine month periods ended September 28, 2008. The Company generally issues new shares when options are exercised. A summary of stock option activity for the nine month period ended September 28, 2008 is as follows:

	<u>Number of options</u>	<u>Weighted average exercise price</u>	<u>Aggregate intrinsic value</u>	<u>Weighted average remaining contractual term (years)</u>
Outstanding at December 31, 2007	1,373,554	\$ 2.32		
Options forfeited	(661)	\$ 5.36		
Outstanding at September 28, 2008	<u>1,372,893</u>	<u>\$ 2.32</u>	<u>\$ 3,179</u>	<u>6.0</u>
Exercisable at September 28, 2008	<u>567,058</u>	<u>\$ 3.00</u>	<u>\$ 1,700</u>	<u>6.3</u>

During the three month periods ended September 28, 2008 and September 30, 2007, the Company recorded stock-based compensation expense and a corresponding increase in contributed surplus of \$78 and \$65, respectively. For the nine month periods ended September 28, 2008 and September 30, 2007, the corresponding amounts recorded were \$290 and \$196, respectively. At September 28, 2008, compensation expense of \$396 related to non-vested stock options had not been recognized.

Deferred share units

Deferred Share Units are granted to directors and the Chief Executive Officer of the Company as remuneration. During the three and nine months ended September 28, 2008, 18,490 and 44,205 deferred share units were granted, respectively. During the three and nine months ended September 30, 2007, 10,120 and 164,635 deferred share units were granted, respectively.

At September 28, 2008 and December 31, 2007, 389,750 and 345,545 deferred share units were outstanding, respectively.

Deferred Share Unit compensation recovery for the three and nine months ended September 28, 2008 was \$357 and \$73, respectively, compared with \$1,068 and \$62 for the three and nine months ended September 30, 2007.

There is no unrecognized compensation related to deferred share units since these awards vest immediately when granted.

6. Restructuring and other charges

During 2002, the Company announced restructuring programs aimed at reducing its cost structure and plant capacity (the "2002 Plan") and recorded restructuring and other charges consisting of: a write-down of goodwill and other intangibles; the costs of exiting equipment and facility leases; severance costs; asset impairment charges; inventory exposures and other facility exit costs. In 2006 the Company began a restructuring program at the management level to better manage operating costs by reducing certain management roles (the "2006 Plan"). During the third quarter of 2007 the Company effected further changes to its manufacturing operations (the "2007 Plan"). In the second quarter of 2008 the Company undertook cost reduction initiatives while rebalancing manpower levels (the "2008 Plan").

During the first quarter of 2008 the Company recorded a restructuring recovery of \$225 consisting of a dividend from liquidation proceeds of the Company's Donegal, Ireland facility, which relate to restructuring activities under the 2002 Plan. There were no amounts in the restructuring accrual relating to the 2002 Plan or the 2007 Plan as at either December 31, 2007 or September 28, 2008.

In the second quarter of 2008, the Company recorded a restructuring charge of \$5,748, consisting of a \$518 severance charge at our Chihuahua facility, a \$159 severance charge at our Boston facility, a \$150 severance charge at the corporate level, and a \$4,921 asset impairment charge. The Company reduced 276 full time staff and approximately 100 temporary staff, mainly in Mexico, as a result of the planned movement of production to the Company's China facility, and also in Boston, due to reduced revenues. The asset impairment charge was largely related to a write off of leasehold improvements acquired in 2000 at our Boston facility and was calculated using discounted cash flows under the income approach.

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The following table details the change in the restructuring accrual, for the three and nine months ended September 28, 2008, relating to the 2006 Plan:

	<u>Severance</u>
2006 Plan	
Balance as at December 31, 2007	\$ 70
Payments	<u>(40)</u>
Balance as at March 30, 2008	30
Payments	<u>(30)</u>
Balance as at June 29, 2008 and September 28, 2008	<u>\$ 0</u>

The following table details original charges, payments and adjustments and the related amounts included in accrued liabilities as at September 28, 2008 related to the 2008 Plan:

	<u>Asset impairment</u>	<u>Severance</u>	<u>Total</u>
2008 Plan			
2008 charges	\$ 4,921	\$ 827	\$ 5,748
Non-cash charges	(4,921)	—	(4,921)
Cash payments	<u>—</u>	<u>(518)</u>	<u>(518)</u>
Balance as at June 29, 2008	\$ —	\$ 309	\$ 309
Cash payments	—	(205)	(205)
Balance as at September 28, 2008	<u>\$ —</u>	<u>\$ 104</u>	<u>\$ 104</u>

Remaining accrued amounts relating to the 2008 Plan consisting of \$67 in severance payments at the Corporate office and \$37 in severance payments at the Boston facility are expected to be paid out during 2008 through a drawdown on the revolving credit facilities.

7. Loss on extinguishment of debt

Upon the early repayment of the Company's existing senior term and subordinated term debts during the third quarter of 2007, the Company recorded a non-cash charge to expense the remaining unamortized deferred financing fee assets related to these extinguished debt instruments, net of a recovery from the remaining unamortized balance of cancelled warrants, of \$269. The Company also incurred \$102 in early repayment fees and costs.

Upon the refinancing of the Company's existing term debt with Monroe during the third quarter of 2008, the Company recorded a non-cash charge to expense the remaining unamortized deferred financing fee asset related to the extinguished term debt of \$613.

8. Income taxes

During the three months ended September 28, 2008 and September 30, 2007, the Company recorded a net income tax expense of \$29 and \$64, respectively, related to minimum taxes in certain jurisdictions. During the nine months ended September 28, 2008, the Company recorded a net income tax expense of \$157 related to minimum taxes in certain jurisdictions.

During the nine months ended September 30, 2007, the Company recorded a net recovery of \$1,479 as a result of the reversal of certain income tax accruals for which the statute of limitations expired.

At December 31, 2007, the Company had total net operating loss ("NOL") carry forwards of \$84,895, of which \$2,458 will expire in 2010, \$1,259 will expire in 2012, \$10,278 will expire in 2014, \$4,155 will expire in 2015, \$1,078 will expire in 2018, \$60 will expire in 2019, \$30 will expire in 2020, \$40,784 will expire in 2021, and the remainder will expire between 2022 and 2027.

The Company had \$332 of gross unrecognized tax benefits at January 1, 2008. At September 28, 2008 the Company had gross unrecognized tax benefits of \$315, which if recognized, would favorably impact the Company's effective rate in future periods. The Company does not expect that any of the unrecognized tax benefits, which relate to uncertain tax positions, will decrease during the next twelve months. The decrease during the period is a result of foreign exchange revaluation of existing uncertain tax positions.

Tax years 2000 to 2007 remain open for review by the tax authorities in Canada. Tax years 2003 to 2007 remain open in the United States. In addition, 2001 contains an NOL that could potentially be carried forward and therefore remains open to the extent of the NOL.

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The Company accounts for interest and penalties related to unrecognized tax benefits in income tax expense based on the likelihood of the event and its ability to reasonably estimate such amounts. The Company had approximately \$157 and \$137 accrued for interest and penalties as of September 28, 2008 and December 31, 2007, respectively. The increase for the first nine months of 2008 is primarily due to the recording of incremental interest on existing uncertain positions for the period, offset by the impact of foreign exchange revaluation.

In assessing the realization of deferred tax assets, management considers whether it is more likely than not that some portion or all of its deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income. Management considers the scheduled reversal of deferred tax liabilities, change of control limitations, projected future taxable income and tax planning strategies in making this assessment. FASB Statement No. 109, Accounting for Income Taxes, states that forming a conclusion that a valuation allowance is not needed is difficult when there is negative evidence, such as cumulative losses in recent years in the jurisdictions to which the deferred tax assets relate. At the end of the second quarter of 2003, the Company concluded that given the weakness and uncertainty in the economic environment at that time, it was appropriate to establish a full valuation allowance for the deferred tax assets. Commencing in 2004, it was determined by management that it was more likely than not that the deferred tax assets associated with the Mexican jurisdiction would be realized and no valuation allowance is recorded against these deferred tax assets since 2004. The U.S. and Canadian jurisdictions continue to have a full valuation allowance recorded against the deferred tax assets in these jurisdictions.

9. Earnings per common share

The following table details the weighted average number of common shares outstanding for the purposes of computing basic and diluted earnings per common share for the following periods:

	Three months ended		Nine months ended	
	September 28, 2008	September 30, 2007	September 28, 2008	September 30, 2007
<i>(Number of common shares)</i>				
Basic weighted average shares outstanding	14,646,333	14,646,333	14,646,333	14,646,333
Dilutive stock options ^(a)	83,152	—	—	300,685
Diluted weighted average shares outstanding	14,729,485	14,646,333	14,646,333	14,947,018

- ^(a) Dilutive stock options were determined using the treasury stock method. For the three months ended September 28, 2008 and September 30, 2007, the average share price used was \$1.79 and \$3.86 per share, respectively. For the nine months ended September 28, 2008 and September 30, 2007, the average share price was \$1.84 and \$3.49, respectively

For the three and nine months ended September 28, 2008, the calculation did not include 432,893 and 1,372,893 stock options, respectively, 16,675,000 warrants, each warrant exercisable for one-fifth of an exchangeable share of SMTC Canada and 11,166,947 warrants, each warrant exercisable for one-tenth of one share of common stock of the Company, as the effect would have been anti-dilutive.

For the three and nine months ended September 30, 2007, the calculation did not include 973,554 and 73,554 stock options, respectively, and 16,675,000 warrants, each warrant exercisable for one-fifth of an exchangeable share of SMTC Canada, and 11,166,947 warrants, each warrant exercisable for one-tenth of one share of common stock of the Company, as the effect would have been anti-dilutive.

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10. Segmented information

General description

The Company derives its revenue from one dominant industry segment, the electronics manufacturing services industry. The Company is operated and managed geographically and has facilities in the United States, Canada, Mexico and Asia. Operations in Asia became a material segment during the second quarter of 2008 with the establishment of the new facility in China. The Company monitors the performance of its geographic operating segments based on EBITA (earnings before interest, taxes and amortization) before restructuring charges and loss on extinguishment of debt. Intersegment adjustments reflect intersegment sales that are generally recorded at prices that approximate arm's-length transactions. In assessing the performance of the operating segments management attributes revenue to the operating segment which ships the product and invoices the customer. Information about the operating segments is as follows for the three and nine months ended September 28, 2008 and September 30, 2007:

	Three months ended		Nine months ended	
	September 28, 2008	September 30, 2007	September 28, 2008	September 30, 2007
Revenues				
U.S.	\$ 11,650	\$ 18,605	\$ 45,005	\$ 67,561
Canada	16,767	12,757	51,924	48,234
Mexico	20,811	24,055	70,883	81,387
Asia	12,619	—	24,008	—
Total	<u>\$ 61,847</u>	<u>\$ 55,417</u>	<u>\$ 191,820</u>	<u>\$ 197,182</u>
Intersegment revenue				
U.S.	\$ (154)	\$ (26)	\$ (543)	\$ (148)
Canada	(1,150)	(730)	(4,061)	(2,730)
Mexico	(470)	(615)	(5,717)	(4,671)
Total	<u>\$ (1,774)</u>	<u>\$ (1,371)</u>	<u>\$ (10,321)</u>	<u>\$ (7,549)</u>
Net external revenue				
U.S.	\$ 11,496	\$ 18,579	\$ 44,462	\$ 67,413
Canada	15,617	12,027	47,863	45,504
Mexico	20,341	23,440	65,166	76,716
Asia	12,619	—	24,008	—
Total	<u>\$ 60,073</u>	<u>\$ 54,046</u>	<u>\$ 181,499</u>	<u>\$ 189,633</u>
EBITA				
U.S.	\$ (504)	\$ 419	\$ (45)	\$ 3,397
Canada	367	335	472	1,169
Mexico	1,021	(5)	1,553	815
Asia	470	—	802	—
Total	<u>\$ 1,354</u>	<u>\$ 749</u>	<u>\$ 2,782</u>	<u>\$ 5,381</u>
Interest	569	1,265	2,247	4,529
Restructuring charges	—	242	5,523	242
Loss on extinguishment of debt	613	371	613	371
Earnings (loss) before income taxes	<u>\$ 172</u>	<u>\$ (1,129)</u>	<u>\$ (5,601)</u>	<u>\$ 239</u>

Capital additions

The following table contains capital additions for the three and nine months ended September 28, 2008 and September 30, 2007:

	Three months ended		Nine months ended	
	September 28, 2008	September 30, 2007	September 28, 2008	September 30, 2007
U.S.	\$ 34	\$ 52	\$ 530	\$ 225
Canada	147	705	562	973
Mexico	45	91	826	1,121
Asia	68	—	68	—
Total	<u>\$ 294</u>	<u>\$ 848</u>	<u>\$ 1,986</u>	<u>\$ 2,319</u>

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	September 28, 2008	December 31, 2007
Long-lived assets ^(a)		
U.S.	\$ 1,082	\$ 5,891
Canada	2,618	2,770
Mexico	12,867	13,634
Asia	50	—
Total	<u>\$ 16,617</u>	<u>\$ 22,295</u>

(a) Long-lived assets information is based on the principal location of the asset.

Geographic revenues

The following table contains geographic revenues based on the product shipment destination, for the three and nine months ended September 28, 2008 and September 30, 2007:

	Three months ended		Nine months ended	
	September 28, 2008	September 30, 2007	September 28, 2008	September 30, 2007
U.S.	\$ 23,058	\$ 27,380	\$ 76,669	\$ 86,699
Canada	24,526	17,138	63,365	73,975
Europe	344	1,430	11,858	4,564
Asia	12,138	511	22,022	2,377
Mexico	7	7,587	7,585	22,018
Total	<u>\$ 60,073</u>	<u>\$ 54,046</u>	<u>\$ 181,499</u>	<u>\$ 189,633</u>

Significant customers and concentration of credit risk:

Sales of the Company's products are concentrated among specific customers in the same industry. The Company generally does not require collateral. The Company is subject to concentrations of credit risk in trade receivables. The Company considers concentrations of credit risk in establishing the allowance for doubtful accounts and believes the recorded allowances are adequate.

The Company expects to continue to depend upon a relatively small number of customers for a significant percentage of its revenue. In addition to having a limited number of customers, the Company manufactures a limited number of products for each customer. If the Company loses any of its larger customers or any product line manufactured for one of its larger customers, it could experience a significant reduction in revenue. Also, the insolvency of one or more of its larger customers or the inability of one or more of its larger customers to pay for its orders could decrease revenue. As many costs and operating expenses are relatively fixed, a reduction in net revenue can decrease profit margins and adversely affect business, financial condition and results of operations.

During the three months ended September 28, 2008, three customers individually comprised 21.0%, 18.9% and 18.5% (September 30, 2007, three customers – 18.2%, 16.2% and 15.9%) of total revenue across all geographic segments. During the nine months ended September 28, 2008, three customers individually comprised 21.8%, 18.7% and 16.2%; (September 30, 2007, three customers – 18.3%, 15.9% and 13.5%) of total revenue across all geographic segments. As of September 28, 2008, these customers represented 23%, 6% and 17%, respectively, (December 31, 2007, three customers – 29%, 9% and 12%, respectively) of the Company's trade accounts receivable.

11. Commitments and contingencies

In the normal course of business, the Company may be subject to litigation and claims from customers, suppliers and former employees. Management believes that adequate provisions have been recorded in the financial statements, as required. Although it is not possible to estimate the extent of potential costs, if any, management believes that ultimate resolution of such contingencies would not have a material adverse effect on the financial position, results of operations and cash flows of the Company.

In 2007, a lawsuit was commenced against SMTC Manufacturing Corporation of Texas, a subsidiary of the Company, and certain of its subsidiaries, in the United States Bankruptcy Court for the Western District of Texas Austin Division by Ronald E. Ingalls, Chapter 7 Trustee, who claims that SMTC Manufacturing Corporation of Texas made fraudulent transfers of funds to certain subsidiaries of the Company despite having had reasonable cause to believe that it was insolvent. Management believes that the allegations in these claims are without merit and intends to defend against them vigorously. However, there can be no assurance that the outcome of the litigation will be favorable to the Company or will not have a material adverse impact on the Company's financial position or liquidity.

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Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations

Where we say "we", "us", "our", the "Company" or "SMTC", we mean SMTC Corporation or SMTC Corporation and its subsidiaries, as it may apply. Where we refer to the "industry", we mean the electronics manufacturing services industry.

You should read this Management's Discussion and Analysis of Financial Condition and Results of Operation ("MD&A") in combination with the accompanying unaudited interim consolidated financial statements and related notes as well as the audited consolidated financial statements and the accompanying notes to the consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP") included within the Company's Annual Report on Form 10-K filed on March 31, 2008. The forward-looking statements in this discussion regarding the electronics manufacturing services industry, our expectations regarding our future performance, liquidity and capital resources and other non-historical statements in this discussion include numerous risks and uncertainties, some of which are as described in the "Risk Factors That May Affect Future Results" section in the Annual Report on Form 10-K filed on March 31, 2008, as updated by Item 1A in Part II of this quarterly report. Certain statements in this MD&A contain words such as "could", "expects", "may", "anticipates", "believes", "intends", "estimates", "plans", "envisions", "seeks" and other similar language and are considered forward looking statements or information under applicable securities laws. These statements are based on our current expectations, estimates, forecasts and projections about the operating environment, economies and markets in which we operate. These statements are subject to important assumptions, risks and uncertainties, which are difficult to predict and the actual outcome may be materially different. Although we believe expectations reflected in such forward-looking statements are reasonable based upon the assumptions in this MD&A, they may prove to be inaccurate and consequently our actual results could differ materially from our expectations set out in this MD&A. We may not update these forward-looking statements after the date of this Form 10-Q, even though our situation may change in the future. All forward-looking statements attributable to us are expressly qualified by these cautionary statements.

This MD&A contains discussion in U.S. dollars unless specifically stated otherwise.

Background

SMTC Corporation is a mid-tier provider of end-to-end electronics manufacturing services, or EMS, including product design and sustaining engineering services, printed circuit board assembly, or PCBA, production, enclosure fabrication, systems integration and comprehensive testing services. SMTC facilities span a broad footprint in the United States, Canada, Mexico and China, with approximately 1,000 full-time employees. SMTC's services extend over the entire electronic product life cycle from the development and introduction of new products through to growth, maturity and end-of-life phases. SMTC offers fully integrated contract manufacturing services with a distinctive approach to global original equipment manufacturers, or OEMs, and technology companies primarily within the industrial, computing and networking, and communications, consumer and medical market segments.

Developments in 2008

The first quarter is traditionally a challenging quarter for the Company and the industry. Revenue levels were somewhat lower than expected in the first quarter, the result of lower order levels from several customers and softness in certain customer end markets including semi-conductor capital and construction related equipment. Order levels from certain larger customers came in lower than management's expectations due to several factors including end market softness and product life cycle fluctuations. However, despite lower revenues, the Company remained profitable in the first quarter and continued to generate cash and reduce debt as planned.

In the second quarter, sales increased 20% to \$66.3 million over the first quarter of 2008 with growth from both longstanding customers and newer customers. However, operating earnings were adversely affected by sales mix and higher labor and overhead costs in part due to shifting production from the Company's Mexico site to its China facility. Accordingly, the Company initiated several cost reduction initiatives, resulting in a charge of \$0.8 million in severance, mainly in Mexico and Boston, and a \$4.9 million non-cash asset impairment charge for leasehold improvements in our Boston facility. Cash generation did not meet the expected target as two of our larger customers withheld payments until after the end of the quarter.

In the third quarter, sales increased 11% over the same period of the prior year to \$60.1 million, and were 9% lower than sales in the second quarter of 2008. Revenue was expected to be close to the second quarter level; however the quarter was adversely impacted by supply chain challenges as production for a second customer was transferred from Mexico to China and delays were incurred in ramping production of two newer customers. As a result, we entered the fourth quarter with a sizable backlog. Earnings were positively affected by the cost reduction initiatives undertaken in the previous quarter, showing a modest profit despite lower revenue and a \$0.6 million charge to earnings as a result of our refinancing. Cash generation was solid in the quarter despite some inventory build up due to delayed production. The Company generated \$8.1 million in cash from operations in the quarter, \$5.3 million year to date.

Our China facility continues to operate very well with increased production, recording \$12.6 million in revenue for the quarter. We continue to operate under a long standing manufacturing arrangement with Alco Electronics, our partner in China; however we expect to finalize a joint venture arrangement in due course.

To improve financial flexibility and reduce interest rates, the Company closed a second amended financing agreement with Wachovia and Export Development Canada ("EDC") on August 7, 2008 (the "Wachovia EDC Facilities"). Under the amendment,

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Wachovia improved certain borrowing base conditions based on eligible inventory and accounts receivable of the Company to allow increased borrowing capacity and increased the facility from \$40 million to \$45 million. Wachovia also provided an \$0.8 million term loan, bearing interest based on the U.S. Prime rate. Also under this amendment, EDC replaces Garrison as the primary term debt lender. The proceeds from the EDC term debt of \$13 million, together with the increased borrowing capacity, were used to repay the entire Garrison term loan. The interest on the LIBOR based term debt to EDC has been reduced from LIBOR plus 4% to LIBOR plus 3.5%, decreasing at various leverage rates. Covenants were changed and restrictions on certain investments and expenditures were improved. As a result of this refinancing, the Company recorded a non-cash charge to write off the remaining unamortized deferred financing fee asset related with the former term debt of \$0.6 million.

Results of Operations

The consolidated financial statements of SMTC are prepared in accordance with U.S. GAAP, which conforms in all material respects to Canadian GAAP, except as disclosed in note 14 of the consolidated financial statements included with the Annual Report on Form 10-K filed on March 31, 2008.

Quarter ended September 28, 2008 compared with the quarter ended September 30, 2007:

The following table sets forth summarized operating results in millions of U.S.\$ for the periods indicated:

	Three months ended September 28, 2008		Three months ended September 30, 2007		Change 2008 to 2007	
	\$	%	\$	%	\$	%
Revenue	\$ 60.1	100.0%	\$ 54.0	100.0%	\$ 6.1	11.3%
Cost of sales	55.3	92.0%	50.6	93.7%	4.7	9.3%
Gross profit	4.8	8.0%	3.4	6.3%	1.4	41.2%
Selling, general and administrative expenses	3.5	5.8%	2.7	5.0%	0.8	29.6%
Restructuring charges	—	—	0.2	0.4%	(0.2)	(100.0)%
Loss on extinguishment of debt	0.6	1.0%	0.4	0.7%	0.2	50.0%
Operating earnings	0.7	1.2%	0.1	0.2%	0.6	600.0%
Interest expense	0.6	1.0%	1.2	2.2%	(0.6)	(50.0)%
Earnings (loss) before income taxes	0.1	0.2%	(1.1)	(2.0)%	1.2	108.3%
Income tax expenses						
Current	—	0.0%	0.1	0.2%	(0.1)	(100.0)%
Deferred	—	0.0%	—	0.0%	—	NA
	—	0.0%	0.1	0.2%	(0.1)	(100.0)%
Net earnings (loss)	\$ 0.1	0.2%	\$ (1.2)	(2.2)%	\$ 1.3	108.3%

Revenue

Revenue of \$60.1 million for the third quarter of 2008 increased \$6.1 million, or 11.3%, compared with the third quarter of 2007. The third quarter of 2008 compared with the third quarter of 2007 shows positive growth from newer customers of approximately \$3.5 million as well as net growth from longstanding customers totaling \$4 million. Revenues in 2008 continue to be negatively impacted by demand reductions from certain longstanding customers experiencing end market softness in the semi-conductor equipment sector or product life cycle changes. In addition, we are in the process of disengaging with two smaller customers, resulting in a revenue reduction of approximately \$2 million year over year for the third quarter. The disengagements were the consequence of one customer insourcing production after being recently acquired and the other customer consolidating small volume production into a single source. The growth of newer customers as well as solid growth from several of our longstanding customers more than offset these declines.

During the third quarter of 2008, revenue from the industrial sector increased compared with the same quarter of 2007, \$46.1 million for the third quarter of 2008 compared with \$37.7 million for the same period in 2007, a result of the growth referred to above being generated largely by our industrial customers. Accordingly, revenue from the industrial sector represented an increased share of our business at 76.8% of revenue in the third quarter of 2008, compared with 69.8% of revenue in the third quarter of 2007.

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Revenue from the communications sector decreased compared with the same quarter of 2007, \$6.6 million for the third quarter of 2008 compared with \$8.3 million in 2007, which represented 11.0% of revenue in the third quarter of 2008, compared with 15.4% of revenue in the third quarter of 2007 largely due to disengagement of a customer in this sector.

Revenue from the networking and enterprise computing sector decreased compared with the same quarter of 2007, \$7.4 million for the third quarter of 2008 compared with \$8.0 million in 2007, which represented 12.2% of revenue in the third quarter of 2008, down from 14.8% of revenue in the third quarter of 2007, largely due to a customer experiencing product life cycle changes.

During the third quarter of 2008, we recorded approximately \$0.9 million of sales of raw materials inventory to customers, which carried no margin, compared with \$0.6 million in the third quarter of 2007. The Company purchases raw materials based on customer purchase orders. When a customer requires an order to be altered or changed, the customer is generally obligated to purchase the original on-order raw material at cost, to the extent the materials are not consumed within a specified period.

Due to changes in market conditions, the life cycle of products, the nature of specific programs and other factors, revenues from a particular customer typically varies from quarter to quarter and year to year. The Company's ten largest customers represented 86.7% of revenue during the third quarter of 2008, compared with 82.8% in the third quarter of 2007. Revenue from our three largest customers during the third quarter of 2008 were \$12.6 million from Ingenico S. A. ("Ingenico"), \$11.4 million from MEI, Inc. (formerly MEI Electronics) ("MEI"), and \$11.1 million from Harris Broadcast Infrastructure and Digital Media (a subsidiary of Harris Corporation) ("Harris"), representing 21.0%, 18.9% and 18.5% of total revenue for the third quarter of 2008, respectively. This compares with revenue of \$9.8 million from Ingenico, \$8.8 million from Harris, and \$8.6 million from MEI, representing 18.2%, 16.2% and 15.9% of total revenue for the third quarter of 2007, respectively. No other customers represented more than 10% of revenue in either period.

Approximately one third of our revenue in the third quarter of 2008 was attributable to our operations in Mexico, 19.1% in the U.S., 26.0% in Canada, and 21.0% in Asia. During the third quarter of 2007, 43.4% of our revenue was attributable to our operations in the Mexico, 34.4% in the United States and 22.2% in Canada. The Company operates in a highly competitive and dynamic marketplace in which current and prospective customers from time to time seek to lower their costs through a competitive bidding process among EMS providers. This process creates an opportunity to increase revenue to the extent we are successful in the bidding process, however, there is also the potential for revenue to decline to the extent we are unsuccessful in this process. Furthermore, even if we are successful, there is potential for our margins to decline. If we lose any of our larger product lines manufactured for any one of our customers, we could experience declines in revenue.

Gross Profit

Gross profit for the third quarter of 2008 increased by \$1.4 million, or 41.2%, to \$4.8 million compared with the same period in 2007. Gross profit as a percent of revenues was 8.0% compared to 6.3% in the same period in 2007. This improvement is largely due to the increased revenue level and reduced costs resulting from our cost reduction initiatives in the second quarter of 2008. While improved, profit continues to be negatively impacted by reduced revenues in our Enclosures Systems division in Boston and the resulting effect on fixed costs.

The Company adjusts for estimated obsolete or excess inventory for the difference between the cost of inventory and estimated realizable value based upon customer forecasts, shrinkage, the aging and future demand of the inventory, past experience with specific customers and the ability to sell back inventory to customers or suppliers. If these estimates change, additional write-downs may be required.

Selling, General & Administrative Expenses

Selling, general and administrative expenses increased by \$0.8 million, or 29.6%, during the third quarter of 2008 to \$3.5 million, from \$2.7 million in the third quarter of 2007. The third quarter of 2007 included a \$1.1 million recovery for the revaluation of deferred stock units which are marked to market each quarter end and the resulting change in value is recorded as either a charge or a recovery. In the third quarter of 2008, a \$0.4 million recovery was recorded, a net change of \$0.7 million over the comparative period last year.

The Company determines the allowance for doubtful accounts for estimated credit losses based on the length of time the receivables have been outstanding, customer and industry concentrations, the current business environment and historical experience.

Restructuring Charges

During the third quarter of 2007, the Company recorded termination payments of \$0.2 million, which were primarily related to restructured operations in Mexico.

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Loss on Extinguishment of Debt

Upon the early repayment of the Company's existing term debt during the third quarter of 2008, the Company recorded a non-cash charge to expense the remaining unamortized deferred financing fee assets related to the extinguished term debt of \$0.6 million. In the third quarter of 2007, the Company repaid its existing senior term and subordinated debts and recorded a non-cash charge to expense the unamortized deferred financing fee assets relating to these extinguished debt instruments, net of a recovery from the remaining unamortized balance of cancelled warrants, of \$0.3 million. The Company also paid \$0.1 million in early repayment fees and costs in the third quarter of 2007.

Interest Expense

Interest expense decreased from \$1.2 million in the third quarter of 2007 to \$0.6 million for the third quarter of 2008, a decrease of \$0.6 million primarily resulting from reduced debt levels and lower interest rates due to market rate reductions as well as the refinancing completed in the third quarter of 2008. Interest expense in the third quarter of 2008 included the amortization of deferred financing fees of \$0.1 million, compared with \$0.2 million in the third quarter of 2007. Interest expense in the third quarter of 2007 also included a reduction in interest expense of \$0.1 million related to amortization of the value of cancelled warrants. Excluding the amortization of deferred financing fees, and the reduction in interest expense related to the amortization of cancelled warrants in the prior year, interest expense was \$0.7 million for the third quarter of 2008 and \$1.1 million for the third quarter of 2007. The weighted average interest rates with respect to the debt were 6.5% and 10.0% for each of the third quarters of 2008 and 2007, respectively.

Income Tax Expense

During the third quarters of 2007 and 2008, the Company recorded no material income tax expense.

At December 31, 2007, the Company had total net operating loss carry-forwards of approximately \$84.9 million, of which \$2.5 million will expire in 2010, \$1.3 million will expire in 2012, \$10.3 million will expire in 2014, \$4.2 million will expire in 2015, \$1.1 million will expire in 2018, \$0.1 million will expire in 2019, \$40.8 million will expire in 2021, and the remainder will expire between 2022 and 2027.

The Company had \$0.3 million of gross unrecognized tax benefits at January 1, 2008 and September 28, 2008, which if recognized, would favorably impact the Company's effective rate in future periods. The Company does not expect that any of the unrecognized tax benefits, which relate to uncertain tax positions, will decrease during the next twelve months.

Tax years 2000 to 2007 remain open for review by the tax authorities in Canada. Tax years 2003 to 2007 remain open in the United States. In addition, 2001 contains an NOL that could potentially be carried forward and therefore remains open to the extent of the NOL.

In assessing the realization of deferred tax assets, management considers whether it is more likely than not that some portion or all of its deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income. Management considers the scheduled reversal of deferred tax liabilities, change of control limitations, projected future taxable income and tax planning strategies in making this assessment. FASB Statement No. 109, Accounting for Income Taxes, states that forming a conclusion that a valuation allowance is not needed is difficult when there is negative evidence, such as cumulative losses in recent years in the jurisdictions to which the deferred tax assets relate. At the end of the second quarter of 2003, the Company concluded that given the weakness and uncertainty in the economic environment at that time, it was appropriate to establish a full valuation allowance for the deferred tax assets. Commencing in 2004, it was determined by management that it was more likely than not that the deferred tax assets associated with the Mexican jurisdiction would be realized and no valuation allowance has been recorded against these deferred tax assets since 2004. The U.S. and Canadian jurisdictions continue to have a full valuation allowance recorded against the deferred tax assets in those jurisdictions.

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Nine months ended September 28, 2008 compared with nine months ended September 30, 2007

The following table sets forth summarized operating results in millions of U.S. \$ for the periods ended:

	Nine months ended September 28, 2008		Nine months ended September 30, 2007		Change 2008 to 2007	
	\$	%	\$	%	\$	%
Revenue	\$ 181.5	100.0%	\$ 189.6	100.0%	\$(8.1)	(4.3)%
Cost of sales	167.8	92.0%	173.9	91.7%	(6.1)	(3.5)%
Gross profit	13.7	8.0%	15.7	8.3%	(2.0)	(12.7)%
Selling, general and administrative expenses	11.0	6.1%	10.4	5.5%	0.6	5.8%
Restructuring charges	5.5	3.0%	0.2	0.1%	5.3	2650.0%
Loss on extinguishment of debt	0.6	0.3%	0.4	0.2%	0.2	50.0%
Operating (loss) earnings	(3.4)	(1.9)%	4.7	2.5%	(8.1)	(168.1)%
Interest expense	2.2	1.2%	4.5	2.4%	(2.3)	(51.1)%
(Loss) earnings before income taxes	(5.6)	(3.1)%	0.2	0.1%	(5.8)	(2800.0)%
Income tax expense (recovery)						
Current	0.2	0.1%	(1.4)	(0.7)%	1.6	114.3%
Deferred	—	0.0%	(0.1)	(0.1)%	0.1	100.0%
	0.2	0.1%	(1.5)	(0.8)%	1.7	113.3%
Net (loss) earnings	\$ (5.8)	(3.2)%	\$ 1.7	0.9%	\$(7.5)	(429.4)%

Revenue

Revenue decreased \$8.1 million, or 4.3%, from \$189.6 million for the first nine months of 2007 to \$181.5 million for the first nine months of 2008. With second quarter revenues unchanged and third quarter revenues increased by \$6.1 million, the decrease in revenue is due to lower first quarter revenues in 2008 compared with the first quarter of 2007. The first quarter of 2007 was particularly strong, led by a record first quarter for one of our larger customers, in what is traditionally a weaker quarter for SMTC and the industry. Overall, the first three quarters of 2008 were negatively impacted by a reduction of revenue from longstanding customers experiencing end market softness in the construction and semi-conductor equipment sectors and a reduction from a longstanding customer experiencing fluctuations due to product life cycle.

During the first nine months of 2008, revenue from the industrial sector represented 71.9% of revenue compared to 67.6% of revenue for the first nine months of 2007. The percentage of sales attributable to the enterprise computing and networking sector and the communications sector were 15.9% and 12.2%, respectively, for the first nine months of 2008 compared with 17.7% and 14.8%, respectively, for the first nine months of 2007.

Revenue generated from the industrial sector increased \$2.3 million in the first nine months of 2008 compared to the first nine months of 2007 at \$130.5 million and \$128.2 million, respectively. The corresponding increase in the percentage of revenue generated from the industrial sector in the first nine months of 2008 compared with the first nine months of 2007 is due largely to the growth in revenue from Ingenico, MEI and Harris.

In both relative and absolute terms, the revenue generated from the communications sector in the first nine months declined. The absolute dollars declined \$5.7 million from \$27.9 million in the first nine months of 2007 to \$22.2 million in the first nine months of 2008 largely due to a decline in revenue from longstanding customers somewhat offset by growth in volume from several newer customers. The percentage of revenue generated from the communications sector in the first nine months of 2008 compared with the same period last year declined due in part to a decline from longstanding customers, as well as in large part due to the significant increase in growth in the industrial sector.

In absolute terms the revenue generated from the enterprise computing and networking sector in the first nine months of 2008 when compared with the first nine months of 2007 decreased \$4.7 million, from \$33.5 million to \$28.8 million largely due to a customer experiencing reductions due to product life cycle changes. In relative terms, the percentage of revenue generated from the enterprise computing and networking sector in the first nine months of 2008 compared with the first nine months of 2007 decreased largely due to the significant increase in growth in the industrial sector.

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During the first nine months of 2008, we recorded approximately \$3.1 million of sales of raw materials inventory to customers, which carried no margin, compared to \$2.7 million in the first nine months of 2007. The Company purchases raw materials based on customer purchase orders. To the extent the customer requires these orders to be altered or changed, the customer is generally obligated to purchase the original on-order raw material.

Due to changes in market conditions, the life cycle of products, the nature of specific programs and other factors, customer volumes produced by the Company typically vary from year to year. For the first nine months of 2008, the Company's ten largest customers represented 83.2% of revenue compared with 81.0% for the same period last year. Revenue from our largest customers during the first nine months of 2008 was \$39.6 million from Ingenico, \$33.9 million from Harris and \$29.4 million from MEI representing 21.8%, 18.7%, and 16.2%, respectively, of total revenue for the period. This compares with revenue of \$34.6 million from Ingenico, \$30.2 million from Harris and \$25.5 million from MEI, representing 18.3%, 15.9%, and 13.5%, respectively, of total revenue for the same period last year. No other customers represented more than 10% of revenue in either period.

During the first nine months of 2008, 35.9% of our revenue was produced from operations in Mexico, 24.5% from the United States, 26.4% from Canada, and 13.2% from Asia. During the first nine months of 2007, 40.5% of our revenue was produced from operations in Mexico, 35.5% from the United States and 24.0% from Canada. The Company operates in a highly competitive and dynamic marketplace in which current and prospective customers from time to time seek to lower their costs through a competitive tendering process among EMS providers. This process creates an opportunity to increase revenue to the extent we are successful in the tender process; however there is also the potential for revenue to decline to the extent we are unsuccessful in this process. Furthermore, even if we are successful, there is potential for our margins to decline. If we lose any of the larger product lines manufactured for any one of our customers, we could experience declines in revenue.

Gross Profit

Gross profit decreased \$2.0 million from \$15.7 million, or 8.3% of revenue, for the first nine months of 2007 to \$13.7 million, or 8.0% of revenue, for the first nine months of 2008. The decrease in the gross margin in the first nine months of 2008 is largely due to reduced revenue, increased labor and overhead costs, partially due to currency rates, and customer mix.

The Company adjusts for estimated obsolete or excess inventory for the difference between the cost of inventory and estimated realizable value based upon customer forecasts, shrinkage, the aging and future demand of the inventory, past experience with specific customers and the ability to sell back inventory to customers or suppliers. If these estimates change, additional write-downs may be required.

Selling, General & Administrative Expenses

Selling, general and administrative expenses increased \$0.6 million from \$10.4 million, or 5.5% of revenue, for the first nine months of 2007 to \$11.0 million, or 6.1% of revenue, for the first nine months of 2008. The increase is due to an accounting adjustment to variable compensation in early 2007, as well as the impact of the higher Canadian dollar in early 2008.

The Company determines the allowance for doubtful accounts for estimated credit losses based on the length of time the receivables have been outstanding, customer and industry concentrations, the current business environment and historical experience.

Restructuring Charges

The Company recorded a restructuring recovery in the first quarter of 2008, consisting of a dividend of \$0.2 million from the liquidation of the Company's Donegal, Ireland facility, which was initiated under the Company's restructuring plan of 2002. In the second quarter of 2008, the Company recorded a restructuring charge of \$5.7 million, consisting of a \$0.5 million severance charge at our Chihuahua facility, a \$0.2 million severance charge at our Boston facility, a \$0.1 million severance charge at the corporate level, and a \$4.9 million asset impairment charge. The Company reduced 276 full time staff and approximately 100 temporary staff, mainly in Mexico as a result of the planned movement of production to the Company's China facility, and also in Boston, due to reduced revenues. The asset impairment charge was largely related to a write off of leasehold improvements in our Boston facility. During the third quarter of 2007, the Company recorded termination payments of \$0.2 million, which was primarily related to restructured operations in Mexico.

Loss on Extinguishment of Debt

Upon the early repayment of the Company's existing term debt during the third quarter of 2008, the Company recorded a non-cash charge to expense the remaining unamortized deferred financing fee assets related to the extinguished term debt of \$0.6 million. In the third quarter of 2007, the Company repaid its existing senior term and subordinated debts and recorded a non-cash charge to expense the unamortized deferred financing fee assets relating to these extinguished debt instruments, net of a recovery from the remaining unamortized balance of cancelled warrants, of \$0.3 million. The Company also paid \$0.1 million in early repayment fees and costs in the third quarter of 2007.

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Interest Expense

Interest expense decreased \$2.3 million from \$4.5 million for the first nine months of 2007 to \$2.2 million for the first nine months of 2008, primarily due to reduced debt levels and lower interest rates due to both market rate reductions and the refinancing transactions completed in 2007 and in 2008. Interest expense for the first nine months of 2008 includes the amortization of deferred financing fees of \$0.3 million, while interest expense for the first nine months of 2007 included amortization of deferred financing fees of \$1.0 million, offset by a reduction in interest expense of \$0.3 million related to the amortization of the value of the cancelled warrants. Excluding the amortization of deferred financing fees and the reduction in interest expense related to the amortization of the value of the cancelled warrants, interest expense was \$1.9 million for the first nine months of 2008 and \$3.8 million for the first nine months of 2007. The weighted average interest rates with respect to the debt for the first nine months of 2008 and 2007 were 6.6% and 10.0%, respectively.

Income Tax Expense

During the first nine months of 2008, the Company recorded a net income tax expense of \$0.2 million related to minimum taxes in certain jurisdictions, compared with a net income tax recovery of \$1.5 million, resulting from the reversal of accruals for which the statute of limitations expired, during the first nine months of 2007.

At December 31, 2007, the Company had total net operating loss carry-forwards of approximately \$84.9 million, of which \$2.5 million will expire in 2010, \$1.3 million will expire in 2012, \$10.3 million will expire in 2014, \$4.2 million will expire in 2015, \$1.1 million will expire in 2018, \$0.1 million will expire in 2019, \$40.8 million will expire in 2021, and the remainder will expire between 2022 and 2027.

The Company had \$0.3 million of gross unrecognized tax benefits at January 1, 2008 and at September 28, 2008, which if recognized, would favorably impact the Company's effective rate in future periods. The Company does not expect that any of the unrecognized tax benefits, which relate to uncertain tax positions, will decrease during the next twelve months.

Tax years 2000 to 2007 remain open for review by the tax authorities in Canada. Tax years 2003 to 2007 remain open in the United States. In addition, 2001 contains an NOL that could potentially be carried forward and therefore remains open to the extent of the NOL.

In assessing the realization of deferred tax assets, management considers whether it is more likely than not that some portion or all of its deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income. Management considers the scheduled reversal of deferred tax liabilities, change of control limitations, projected future taxable income and tax planning strategies in making this assessment. FASB Statement No. 109, Accounting for Income Taxes, states that forming a conclusion that a valuation allowance is not needed is difficult when there is negative evidence, such as cumulative losses in recent years in the jurisdictions to which the deferred tax assets relate. At the end of the second quarter of 2003, the Company concluded that given the weakness and uncertainty in the economic environment at that time, it was appropriate to establish a full valuation allowance for the deferred tax assets. Commencing in 2004, it was determined by management that it was more likely than not that the deferred tax assets associated with the Mexican jurisdiction would be realized and no valuation allowance has been recorded against these deferred tax assets since 2004. The U.S. and Canadian jurisdictions continue to have a full valuation allowance recorded against the deferred tax assets in those jurisdictions.

Liquidity

Net cash provided by operating activities during the nine months ended September 28, 2008 was \$5.3 million. The cash resulted from earnings, adjusted for non-cash items, of \$2.9 million and from a decrease in net working capital requirements of \$2.4 million primarily due to a decrease in accounts receivable and an increase in accounts payable, partially offset by an increase in inventory. The decrease in accounts receivable was largely due to strong collections in the third quarter including the receipts for two large customer accounts due in the second quarter that were not received until the third quarter, while the increase in inventory was related to a customer transition from Mexico to China and a seasonally low end of year inventory balance. Average inventory has decreased year over year. Accounts receivable days sales outstanding were 46 days for the nine months ended September 28, 2008 compared to 53 days for the nine months ended September 30, 2007. Inventory turnover, on an annualized basis was, 5.5 times for the nine months ended September 28, 2008, compared to 7.5 times for the nine months ended September 30, 2007. Accounts payable days outstanding were 66 days at the end of the third quarter of 2008 compared to 62 days for the same period in 2007.

Net cash used in financing activities during the nine months ended September 28, 2008 was \$2.7 million and in the nine months ended September 30, 2007 was \$20.4 million. During the nine months ended September 28, 2008, the Company repaid \$1.8 million in net debt, while during the same period in 2007 the Company repaid debt of \$18.5 million.

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Net cash used by investing activities during the nine months ended September 28, 2008 was \$0.7 million and the nine months ended September 30, 2007 was \$1.8 million, pertaining to net additions of property, plant and equipment in both periods.

Capital Resources

To improve financial flexibility and reduce interest rates, the Company entered into amended and restated loan financing agreements with Wachovia and EDC on August 7, 2008. Under the amendment, Wachovia improved certain borrowing base conditions based on eligible inventory and accounts receivable of the Company to allow increased borrowing capacity and increased the facility from \$40 million to \$45 million. Wachovia also provided an \$0.8 million term loan, bearing interest based on the U.S. Prime rate. Also under this amendment, EDC replaces Garrison as the primary term debt lender. The proceeds from the EDC term debt of \$13 million, together with the increased borrowing capacity, were used to repay the entire Garrison loan. The interest on the LIBOR based term debt from EDC has been reduced from LIBOR plus 4% to LIBOR plus 3.5%, decreasing at various leverage rates. Financial covenants were changed as were restrictions on certain investments and expenditures.

We believe that cash generated from operations, available cash and amounts available under our Wachovia EDC Facilities will be adequate to meet our debt service requirements, capital expenditures and working capital needs at our current level of operations and organic growth through the next twelve months, although no assurance can be given in this regard, particularly with respect to amounts available from lenders and the uncertainty created by the current economic situation, current credit markets and the change in ownership of our lead bank, Wachovia. We have agreed to a borrowing base formula under which the amount we are permitted to borrow under the Wachovia EDC Facilities is based on our accounts receivable and inventory. Further, there can be no assurance that our business will generate sufficient cash flow from operations or that future borrowings will be available to enable us to service our indebtedness. Our future operating performance and ability to service indebtedness will be subject to future economic conditions and to financial, business and other factors, certain of which are beyond our control.

During the nine months ended September 28, 2008, equipment of \$1.0 million was acquired via capital leases.

Item 3 Quantitative and Qualitative Disclosures about Market Risk

Interest Rate Risk

Our credit facilities bear interest at floating rates. The weighted average interest rate incurred on debt for the quarter ended September 28, 2008 was 6.5%. At September 28, 2008, the interest rate on our U.S. revolving credit facility would have been 6.25% based on the U.S. prime rate, our U.S. term debt bore interest at 7.5% based on LIBOR, and our Canadian term debt bore interest at 6.38% based on LIBOR. If base rates increased by 10%, our interest expense would have increased by approximately \$0.1 million annually.

Foreign Currency Exchange Risk

Most of our sales and component purchases are denominated in U.S. dollars. Our Canadian and Mexican payroll, Euro based component purchases and other various expenses are denominated in local currencies. As a result, we have limited exposure to foreign currency exchange risk for modest changes in exchange rates. However, for more significant changes in exchange rates, the Company is subject to much greater variations. Every \$0.01 change in the US dollar versus the Canadian dollar results in an annual change in expenses of approximately \$0.15 million. The strengthening of the Canadian dollar would result in an increase in costs to the organization and may lead to a reduction in reported earnings.

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Item 4T Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this quarterly report, the Company's Principal Executive Officer and Principal Financial Officer have conducted an evaluation of the Company's disclosure controls and procedures. Based on their evaluation, the Company's Principal Executive Officer and Principal Financial Officer have concluded that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Securities Exchange Act of 1934 is (i) recorded, processed, summarized and reported within the time periods specified in the applicable Securities and Exchange Commission rules and forms and (ii) accumulated and communicated to the Company's management, including the Company's Principal Executive Officer and the Company's Principal Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Controls and Procedures

There was no change in the Company's internal controls over financial reporting or in other factors that has materially affected, or is reasonably likely to materially affect these controls identified in connection with the most recent evaluation of these controls by the Company's Principal Executive Officer and Principal Financial Officer.

Part II OTHER INFORMATION

Item 1A Risk Factors

Other than with respect to the risk factors below, there have been no material changes from the risk factors disclosed in the "Risk Factors" section of the Company's Annual Report on Form 10-K for the year ended December 31, 2007. The latter three risk factors below were disclosed on the Form 10-K and have been updated to provide revised information as of September 28, 2008.

The financial markets have recently experienced significant turmoil.

If we attempt to obtain future financing, the credit market turmoil could negatively impact our ability to obtain such financing. In addition, the credit market turmoil could negatively impact certain of our customers, and certain of their customers. These impacts could lead to a decrease in demand for our products, as well as our customers' products, which could result in a negative effect on our results of operations or they could result in customers having insufficient financing to support their business.

We are exposed to general economic conditions, which could have an adverse impact on our business, operating results and financial condition.

As a result of unfavorable economic conditions, reduced capital spending and changes in our customers' manufacturing requirements, our sales declined during fiscal years 2002 to 2005. In particular, sales to OEMs in the telecommunications and enterprise computing and networking industries worldwide were impacted. If general economic conditions deteriorate we may experience an adverse impact on our business, operating results and financial condition, since end customer demand for our customers' products could be adversely affected.

A majority of our revenue comes from a small number of customers; if we lose any of our larger customers, our revenue could decline significantly.

We operate in a highly competitive and dynamic marketplace in which current and prospective customers often seek to lower their costs through a competitive bidding process among EMS providers. This process creates an opportunity to increase revenue to the extent we are successful in the bidding process, however, there is also the potential for revenue decline to the extent we are unsuccessful in the process. Furthermore, even if we are successful, there is the potential for our margins to decrease.

Three of our largest customers were Ingenico, MEI and Harris, representing 21.0%, 18.9% and 18.5% of total revenue for the three months ended September 28, 2008, respectively. For the third quarter of 2008, our top ten largest customers (which includes Ingenico, MEI and Harris) collectively represented 86.7% of our total revenue. We expect to continue to depend upon a relatively small number of customers for a significant percentage of our revenue. In addition to having a limited number of customers, we manufacture a limited number of products for each of our customers. If we lose any of our largest customers or any product line manufactured for one of our largest customers, we could experience a significant reduction in our revenue. Also, the insolvency of one or more of our largest customers or the inability of one or more of our largest customers to pay for its orders could decrease revenue. As many of our costs and operating expenses are relatively fixed, a reduction in net revenue can decrease our profit margins and adversely affect our business, financial condition and results of operations.

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Our indebtedness could adversely affect our financial health and severely limit our ability to plan for or respond to changes in our business.

On August 7, 2008, we entered into amended and restated financing agreements with Wachovia and EDC to refinance the Company's short and long term debt. Under the amendment, Wachovia improved certain borrowing base conditions based on eligible inventory and accounts receivable of the Company to allow increased borrowing capacity and increased the facility from \$40 million to \$45 million. Wachovia also provided an \$0.8 million term loan, bearing interest based on the U.S. Prime rate. Also under this amendment, EDC replaces Garrison as the primary term debt lender. The proceeds from the EDC term debt of \$13 million, together with the increased borrowing capacity, were used to repay the entire Garrison loan. The interest on the LIBOR based term debt to EDC has been reduced from LIBOR plus 4% to LIBOR plus 3.5%, decreasing at various leverage rates. Covenants were changed and restrictions on certain investments and expenditures. Our debt under the Wachovia EDC Facilities could have adverse consequences for our business, including:

- We will be more vulnerable to adverse general economic conditions.
- We will be required to dedicate a substantial portion of our cash flow from operations to repayment of debt, limiting the availability of cash for other purposes.
- We may have difficulty obtaining financing in the future for working capital, capital expenditures, acquisitions, general corporate purposes or other purposes.
- We may have limited flexibility in planning for, or reacting to, changes in our business and industry.
- We could be limited in our borrowing of additional funds and making strategic investments by restrictive covenants and the borrowing base formula in our credit arrangements.
- We may fail to comply with covenants under which we borrowed our indebtedness, including various financial covenants under our Wachovia EDC Facilities. These covenants, applicable to specific twelve month rolling periods, include (i) a minimum consolidated EBITDA target, (ii) a minimum fixed charge coverage ratio, (iii) a maximum total debt to EBITDA ratio, and (iv) maximum capital expenditures. Our failure to comply with covenants could result in an event of default. If an event of default occurs and is not cured or waived, it could result in all amounts outstanding, together with accrued interest, becoming immediately due and payable. If we were unable to repay such amounts, our lenders could proceed against any collateral granted to them to secure that indebtedness. There can be no assurance that we will maintain compliance with the covenants under the Wachovia EDC Facilities.
- Our Wachovia EDC Facilities contains subjective acceleration clauses. There can be no assurance that the lender will not exercise their rights to accelerate repayment under the terms of the agreement.
- We could be limited in our borrowing of additional funds by the change in ownership of Wachovia, which is expected to close by the end of the year, or could otherwise be adversely affected by such change in ownership.

There can be no assurance that our leverage and such restrictions will not materially adversely affect our ability to finance our future operations or capital needs or to engage in other business activities. In addition, our ability to pay principal and interest on our indebtedness to meet our financial and restrictive covenants and to satisfy our other debt obligations will depend upon our future operating performance, which will be affected by prevailing economic conditions and financial, business and other factors, certain of which are beyond our control, as well as the availability of revolving credit borrowings under the Wachovia EDC Facilities or successor facilities.

Item 6 Exhibits

- 3.1 Third Amended and Restated Certificate of Incorporation of the Company.
- 31.1 Certification of John Caldwell pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated November 12, 2008.
- 31.2 Certification of Jane Todd pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated November 12, 2008.
- 32.1 Certification of John Caldwell, pursuant to Section 1350, Chapter 63 of Title 18, United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, dated November 12, 2008.
- 32.2 Certification of Jane Todd, pursuant to Section 1350, Chapter 63 of Title 18, United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, dated November 12, 2008.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, SMTC Corporation has duly caused this report to be signed on its behalf by the undersigned thereto duly authorized.

SMTC CORPORATION

By: /s/ John Caldwell

Name: John Caldwell

Title: President and CEO

By: /s/ Jane Todd

Name: Jane Todd

Title: Chief Financial Officer

Date: November 12, 2008

EXHIBIT INDEX

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- 32.2 Certification of Jane Todd, pursuant to Section 1350, Chapter 63 of Title 18, United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, dated November 12, 2008.

SMTC Corporation
THIRD AMENDED AND RESTATED
Certificate of Incorporation

Pursuant to Section 241 of the General Corporation Law of the State of Delaware, SMTC Corporation (hereinafter referred to as the "Corporation") has adopted this Third Amended and Restated Certificate of Incorporation further restating and amending its Certificate of Incorporation (originally filed on July 31, 1998). This Third Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation"), which restates and further amends the provisions of this Corporation's Second Amended and Restated Certificate of Incorporation (filed on July 27, 2000), as amended by a Certificate of Amendment (filed on May 21, 2004), a Certificate of Correction (filed on June 18, 2004) and a Certificate of Amendment (filed on September 13, 2004), was duly proposed by the board of directors of the Corporation (the "Board of Directors") and adopted by affirmative vote of the requisite number of Stockholders of the Corporation, in accordance with the applicable provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware.

ARTICLE I

The name of the Corporation is "SMTC Corporation".

ARTICLE II

The registered office of this corporation in the State of Delaware is located at 1013 Centre Road, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

ARTICLE III

The purpose of this Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

ARTICLE IV

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 31,000,000 shares, consisting of (i) 26,000,000 shares of Common Stock, \$0.01 par value per share ("Common Stock"), and (ii) 5,000,000 shares of Preferred Stock, \$0.01 par value per share ("Preferred Stock").

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

1. Common Stock.

- A. General. Subject to the powers, preferences and rights of any Preferred Stock, including any series thereof, having any preference or priority over, or rights superior to, the Common Stock and except as otherwise provided by law and this Article, the holders of the Common Stock shall have and possess all powers and voting and other rights pertaining to the stock of the corporation and each share of Common Stock shall be entitled to one vote. Except as otherwise provided by the DGCL or this Amended and Restated Certificate of Incorporation, the holders of record of Common Stock shall share ratably in all dividends payable in cash, stock or otherwise and other distributions, whether in respect of liquidation or dissolution (voluntary or involuntary) or otherwise. The holders of the Common Stock shall have no preemptive rights to subscribe for any shares of any class of stock of this Corporation whether now or hereafter authorized.
- B. Voting. The holders of the Common Stock are entitled to one vote for each share of Common Stock held at all meetings of stockholders. There shall be no cumulative voting.
- C. Number. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the DGCL.
- D. Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors and subject to any preferential dividend rights of any then outstanding Preferred Stock.
- E. Liquidation. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its stockholders, subject to any preferential rights of any then outstanding Preferred Stock.

2. Preferred Stock.

Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated or expressed herein and in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation as hereinafter provided. Any shares of Preferred Stock which may be redeemed, purchased or acquired by the Corporation may be reissued except as otherwise provided by law or this Amended and Restated Certificate of Incorporation. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purposes of voting by classes unless expressly provided in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors as hereinafter provided.

Authority is hereby expressly granted to the Board of Directors from time to time to issue the Preferred Stock in one or more series, and in connection with the creation of any such series, by resolution or resolutions providing for the issue of the shares thereof, to determine and fix

such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including without limitation thereof, dividend rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the DGCL. Without limiting the generality of the foregoing, the resolutions providing for issuance of any series of Preferred Stock may provide that such series shall be superior or rank equally or be junior to the Preferred Stock of any other series to the extent permitted by law and this Amended and Restated Certificate of Incorporation. Except as otherwise provided in this Amended and Restated Certificate of Incorporation, no vote of the holders of the Preferred Stock or Common Stock shall be a prerequisite to the designation or issuance of any shares of any series of the Preferred Stock authorized by and complying with the conditions of this Amended and Restated Certificate of Incorporation, the right to have such vote being expressly waived by all present and future holders of the capital stock of the Corporation.

ARTICLE V

The Corporation shall have a perpetual existence.

ARTICLE VI

In furtherance of and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend or repeal the By-Laws of this Corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal the By-Laws adopted or amended by the Board of Directors.

ARTICLE VII

Except to the extent that the DGCL prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE VIII

1. **Indemnification.** The Corporation shall, to the maximum extent permitted under the DGCL and except as set forth below, indemnify, hold harmless and, upon request, advance expenses to each person (and the heirs, executors or administrators of such person) who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was, or has agreed to become, a director or officer of the Corporation, or is or was serving, or has agreed to serve, at the request of the Corporation, as a director, officer or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise, including any employee

benefit plan (any such person being referred to hereafter as an “Indemnitee”), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her or on his or her behalf in connection with such action, suit or proceeding and any appeal therefrom, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Notwithstanding anything to the contrary in this Article, the Corporation shall not indemnify an Indemnitee seeking indemnification in connection with any action, suit, proceeding, claim or counterclaim, or part thereof, initiated by the Indemnitee unless the initiation thereof was approved by the Board of Directors of the Corporation.

2. Advance of Expenses. Notwithstanding any other provisions, this Amended and Restated Certificate of Incorporation, the By-Laws of the Corporation, or any agreement, vote of stockholder or disinterested directors, or arrangement to the contrary, the Corporation shall advance payment of expenses incurred by an Indemnitee in advance of the final disposition of any matter only upon receipt of an undertaking by or on behalf of the Indemnitee to repay all amounts so advanced in the event that it shall ultimately be determined that the Indemnitee is not entitled to be indemnified by the Corporation as authorized in this Article. Such undertaking may be accepted without reference to the financial ability of the Indemnitee to make such repayment.
3. Subsequent Amendment. No amendment, termination or repeal of this Article or of the relevant provisions of the DGCL or any other applicable laws shall affect or diminish in any way the rights of any Indemnitee to indemnification under the provisions hereof with respect to any action, suit, proceeding or investigation arising out of or relating to any actions, transactions or facts occurring prior to the final adoption of such amendment, termination or repeal.
4. Other Rights. The Corporation may, to the extent authorized from time to time by its Board of Directors, grant indemnification rights to other employees or agents of the Corporation or other persons serving the Corporation and such rights may be equivalent to, or greater or less than, those set forth in this Article.
5. Reliance. Persons who after the date of the adoption of this provision become or remain directors or officers of the Corporation or who, while a director or officer of the Corporation, become or remain a director, officer, employee or agent of a subsidiary, shall be conclusively presumed to have relied on the rights to indemnity, advance of expenses and other rights contained in this Article in entering into or continuing such service. The rights to indemnification and to the advance of expenses conferred in this Article shall apply to claims made against an indemnitee arising out of acts or omissions which occurred or occur both prior and subsequent to the adoption hereof.

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6. Merger or Consolidation. If the Corporation is merged into or consolidated with another corporation and the Corporation is not the surviving corporation, the surviving corporation shall assume the obligations of the Corporation under this Article with respect to any action, suit, proceeding or investigation arising out of or relating to any actions, transactions or facts occurring prior to the date of such merger or consolidation.
 7. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was, or has agreed to become, a director, officer, employee or agent of the Corporation, or is or was serving, or has agreed to serve, at the request of the Corporation as a director, officer, employee, agent or trustee of another corporation, partnership, joint venture, trust or other enterprise, including any employee benefit plan, against all expenses (including attorney's fees) judgments, fines or amounts paid in settlement incurred by such person in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such expenses under the DGCL.
 8. Savings Clause. If this Article or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each Indemnitee as to any expenses, including attorneys' fees, judgments, fines and amounts paid in settlement in connection with any action, suit, proceeding or investigation, whether civil, criminal or administrative, including an action by or in the right of the Corporation, to the fullest extent permitted by any applicable portion of this Article that shall not have been invalidated and to the fullest extent permitted by applicable law.

ARTICLE IX

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute and this Amended and Restated Certificate of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE X

This Article is inserted for the management of the business and for the conduct of the affairs of the Corporation.

1. Number of Directors. The number of directors of the Corporation shall not be less than three. The exact number of directors within the limitations specified in the preceding sentence shall be fixed from time to time by, or in the manner provided in, the By-Laws of the Corporation.
2. Classes of Directors. The Board of Directors shall be and is divided into three classes: Class I, Class II and Class III. No one class shall have more than one director more than any other class. If a fraction is contained in the quotient arrived at by dividing the designated number of directors by three, then, if such fraction is

one-third, the extra director shall be a member of Class III, and if such fraction is two-thirds, one of the extra directors shall be a member of Class III and one of the extra directors shall be a member of Class II, unless otherwise provided from time to time by resolution adopted by the Board of Directors.

3. Election of Directors. Elections of directors need not be by written ballot except as and to the extent provided in the By-Laws of the Corporation.
4. Terms of Office. Except as provided in Section 6 of this Article X, each director shall serve for a term ending on the date of the third annual meeting following the annual meeting at which such director was elected; provided, however, that each initial director in Class I shall serve for a term ending on the date of the annual meeting in 2001; each initial director in Class II shall serve for a term ending on the date of the annual meeting in 2002; and each initial director in Class III shall serve for a term ending on the date of the annual meeting in 2003; and provided, further, that the term of each director shall be subject to the election and qualification of his or her successor and to his or her earlier death, resignation or removal.
5. Allocation of Directors Among Classes in the Event of Increases or Decreases in the Number of Directors. In the event of any increase or decrease in the authorized number of directors, (i) each director then serving as such shall nevertheless continue as a director of the class of which he or she is a member and (ii) the newly created or eliminated directorships resulting from such increase or decrease shall be apportioned by the Board of Directors among the three classes of directors so as to ensure that no one class has more than one director more than any other class. To the extent possible, consistent with the foregoing rule, any newly created directorships shall be added to those classes whose terms of office are to expire at the latest dates following such allocation, and any newly eliminated directorships shall be subtracted from those classes whose terms of offices are to expire at the earliest dates following such allocation, unless otherwise provided from time to time by resolution adopted by the Board of Directors.
6. Removal. The directors of the Corporation may not be removed without cause and may be removed for cause only by the affirmative vote of the holders of at least seventy-five percent (75%) of the shares of the capital stock of the Corporation issued and outstanding and entitled to vote generally in the election of directors cast at a meeting of the stockholders called for that purpose, notwithstanding the fact that a lesser percentage may be specified by law.
7. Vacancies. Any vacancy in the Board of Directors, however occurring, including a vacancy resulting from an enlargement of the Board, shall be filled only by vote of a majority of the directors then in office, although less than a quorum, or by a sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office, and a director chosen to fill a position resulting from an increase in the number of directors shall hold office

until the next election of the class for which such director shall have been chosen, subject to the election and qualification of his or her successor and to his or her earlier death, resignation or removal.

8. Stockholder Nominations and Introduction of Business, Etc. Advance notice of stockholder nominations for election of directors and other business to be brought by stockholders before either an annual or special meeting of stockholders shall be given in the manner provided by the By-Laws of this Corporation.

ARTICLE XI

1. Dividends. The Board of Directors shall have authority from time to time to set apart out of any assets of the Corporation otherwise available for dividends a reserve or reserves as working capital or for any other purpose or purposes, and to abolish or add to any such reserve or reserves from time to time as said board may deem to be in the interest of the Corporation; and said Board shall likewise have power to determine in its discretion, except as herein otherwise provided, what part of the assets of the Corporation available for dividends in excess of such reserve or reserves shall be declared in dividends and paid to the stockholders of the Corporation.
2. Issuance of Stock. The shares of all classes of stock of the Corporation may be issued by the Corporation from time to time for such consideration as from time to time may be fixed by the Board of Directors of the Corporation, provided that shares of stock having a par value shall not be issued for a consideration less than such par value, as determined by the Board. At any time, or from time to time, the Corporation may grant rights or options to purchase from the Corporation any shares of its stock of any class or classes to run for such period of time, for such consideration, upon such terms and conditions, and in such form as the Board of Directors may determine. The Board of Directors shall have authority, as provided by law, to determine that only a part of the consideration which shall be received by the Corporation for the shares of its stock which it shall issue from time to time, shall be capital; provided, however, that, if all the shares issued shall be shares having a par value, the amount of the part of such consideration so determined to be capital shall be equal to the aggregate par value of such shares. The excess, if any, at any time, of the total net assets of the Corporation over the amount so determined to be capital, as aforesaid, shall be surplus. All classes of stock of the Corporation shall be and remain at all times nonassessable.

The Board of Directors is hereby expressly authorized, in its discretion, in connection with the issuance of any obligations or stock of the Corporation (but without intending hereby to limit its general power so to do in other cases), to grant rights or options to purchase stock of the Corporation of any class upon such terms and during such period as the Board of Directors shall determine, and to cause such rights to be evidenced by such warrants or other instruments as it may deem advisable.

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3. Inspection of Books and Records. The Board of Directors shall have power from time to time to determine to what extent and at what times and places and under what conditions and regulations the accounts and books of the Corporation, or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by the laws of the State of Delaware, unless and until authorized so to do by resolution of the Board of Directors or of the stockholders of the Corporation.
 4. Location of Meetings, Books and Records. Except as otherwise provided in the By-laws, the stockholders of the Corporation and the Board of Directors may hold their meetings and have an office or offices outside of the State of Delaware and, subject to the provisions of the laws of said State, may keep the books of the Corporation outside of said State at such places as may, from time to time, be designated by the Board of Directors or by the By-laws of this Corporation.

ARTICLE XII

At any time during which a class of capital stock of this Corporation is registered under Section 12 of the Securities Exchange Act of 1934 or any similar successor statute, stockholders of the Corporation may not take any action by written consent in lieu of a meeting.

ARTICLE XIII

Special meetings of stockholders may be called at any time by only the Chairman of the Board of Directors, the Chief Executive Officer (or if there is no Chief Executive Officer, the President), or by the Board of Directors of the Corporation pursuant to a resolution adopted by the affirmative vote of a majority of the total number of directors then in office. Any business transacted at any special meeting of stockholders shall be limited to matters relating to the purpose or purposes stated in the notice of meeting.

ARTICLE XIV

The Board of Directors of this Corporation, when evaluating any offer of another party to make a tender or exchange offer for any equity security of the Corporation, shall, in connection with the exercise of its judgment in determining what is in the best interests of the Corporation as a whole, be authorized to give due consideration to any such factors as the Board of Directors determines to be relevant, including without limitation: (i) the interests of the stockholders of the Corporation; (ii) whether the proposed transaction might violate federal or state laws; (iii) not only the consideration being offered in the proposed transaction, in relation of the then current market price for the outstanding capital stock of the Corporation, but also to the market price for the capital stock of the Corporation over a period of years, the estimated price that might be achieved in a negotiated sale of the Corporation as a whole or in part or through orderly liquidation, the premiums over market price for the securities of other corporations in similar transactions, current political, economic and other factors bearing on securities prices and the

Corporation's financial condition and future prospects; and (iv) the social, legal and economic effects upon employees, suppliers, customers and others having similar relationships with the Corporation, and the communities in which the Corporation conducts its business.

In connection with any such evaluation, the Board of Directors is authorized to conduct such investigations and to engage in such legal proceedings as the Board of Directors may determine.

ARTICLE XV

The Corporation expressly elects to be governed by Section 203 of the DGCL.

* * * * *

IN WITNESS HEREOF, said SMTC Corporation has caused this Amended and Restated Certificate of Incorporation to be executed by John Caldwell, its President, this 29th day of August, 2008.

SMTC CORPORATION

/s/ John Caldwell

Name: John Caldwell

Title: President

**CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

CERTIFICATION

I, John Caldwell, certify that:

1. I have reviewed this quarterly report on Form 10-Q of SMTC Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 12, 2008

/s/ John Caldwell

John Caldwell

President and Chief Executive Officer

**CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

CERTIFICATION

I, Jane Todd, certify that:

1. I have reviewed this quarterly report on Form 10-Q of SMTC Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 12, 2008

/s/ Jane Todd

Jane Todd
Chief Financial Officer

**CERTIFICATION PURSUANT TO
SECTION 1350, CHAPTER 63 OF TITLE 18, UNITED STATES CODE,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to Section 1350, Chapter 63 of Title 18, United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, as chief executive officer of SMTC Corporation (the "Company"), does hereby certify that to the undersigned's knowledge:

- 1) the Company's quarterly report on Form 10-Q for the quarter ended September 28, 2008 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- 2) the information contained in the Company's quarterly report on Form 10-Q for the quarter ended September 28, 2008 fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ John Caldwell

John Caldwell

President and Chief Executive Officer

Date: November 12, 2008

A signed original of this written statement required by Section 906 has been provided to SMTC Corporation and will be retained by SMTC Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION PURSUANT TO
SECTION 1350, CHAPTER 63 OF TITLE 18, UNITED STATES CODE,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to Section 1350, Chapter 63 of Title 18, United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, as principal financial officer of SMTC Corporation (the "Company"), does hereby certify that to the undersigned's knowledge:

- 1) the Company's quarterly report on Form 10-Q for the quarter ended September 28, 2008 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- 2) the information contained in the Company's quarterly report on Form 10-Q for the quarter ended September 28, 2008 fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Jane Todd

Jane Todd
Chief Financial Officer

Date: November 12, 2008

A signed original of this written statement required by Section 906 has been provided to SMTC Corporation and will be retained by SMTC Corporation and furnished to the Securities and Exchange Commission or its staff upon request.