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SMART CITY DEVELOPMENT HOLDINGS LIMITED

智城發展控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8268)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by Smart City Development Holdings Limited (the “**Company**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in relation to the proposed amendments to the existing third amended and restated memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to recommend that the shareholders of the Company to approve the resolutions in relation to the proposed amendments (the “**Proposed Amendments**”) to the Memorandum and Articles of Association and the adoption of the fourth amended and restated memorandum and articles of association of the Company (the “**Proposed Adoption**”) incorporating and consolidating all the Proposed Amendments in substitution for in its entirety, and to the exclusion of, the Memorandum and Articles of Association.

The Board proposes to amend the Memorandum and Articles of Association for the purpose of, among others, (i) aligning the Memorandum and Articles of Association with the latest regulatory requirements, including the relevant provisions of the GEM Listing Rules in relation to the treasury share regime and the further expansion of the paperless listing regime; (ii) making necessary provisions for the uncertificated securities market regime; and (iii) making necessary and consequential and housekeeping updates to align the Memorandum and Articles of Association with applicable laws of the Cayman Islands and the GEM Listing Rules.

The Proposed Amendments and Proposed Adoption shall be subject to the passing of a special resolution by the shareholders of the Company at the forthcoming annual general meeting of the Company (the “AGM”). A circular containing, among others, details of the Proposed Amendments brought by the Proposed Adoption and a notice convening the AGM will be despatched to the Company’s shareholders as soon as practicable.

By Order of the Board
Smart City Development Holdings Limited
Hung Kenneth
Executive Director

Hong Kong, 10 July 2026

As at the date of this announcement, the Board comprises Mr. Hung Kenneth and Ms. Wong Tsz Ki as executive Directors; Mr. Wong Yuk Lun Alan, Mr. Lam Wai Hung and Ms. Au Shui Ming Anna as independent non-executive Directors.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Listed Company Announcements” page of the Stock Exchange website at www.hkexnews.hk for a minimum period of seven days from the date of its publication and on the Company’s website at www.smartcity-d.com.