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芯智控股有限公司

Smart-Core Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2166)

PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by Smart-Core Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend the existing memorandum of association and articles of association of the Company (the “**Existing M&A**”) by adopting a new set of memorandum of association and articles of association of the Company (the “**New M&A**”) in substitution for and to the exclusion to the Existing M&A in order to, among other things, permit the Company to (i) hold hybrid general meetings and electronic general meetings; (ii) bring the Existing M&A in line with amendments made to the applicable laws of the Cayman Islands and the Listing Rules, in particular, the Core Shareholder Protection Standards in the updated Appendix 3 to the Listing Rules with effect from 1 January 2022; and (iii) incorporate certain housekeeping amendments (collectively, the “**Proposed Amendments**”).

The major Proposed Amendments in the New M&A are summarised as follows:

1. to provide for the shareholders of the Company (the “**Shareholders**”) the right to speak and vote at a general meeting except where a Shareholder is required by the applicable rules of a designated stock exchange to abstain from voting to approve the matter under consideration;
2. to provide for the Shareholders the right to convene an extraordinary general meeting and/or add resolutions to the agenda of a general meeting;
3. to allow general meetings of the Company to be held by means of telephone, electronic or other communication facilities;
4. to provide for the Shareholders right to appoint, remove and fix the remuneration of the auditor of the Company;
5. to provide for the Shareholders right to approve voluntary winding up of the Company; and
6. to make other amendments to better align with the wordings in the Listing Rules and the applicable laws of the Cayman Islands.

The Proposed Amendments are subject to consideration and approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (the “**Annual General Meeting**”).

A circular containing, among other things, particulars relating to the changes brought about by the adoption of the New M&A when compared with the Existing M&A together with a notice convening the Annual General Meeting will be despatched to the Shareholders in due course.

By Order of the Board
Smart-Core Holdings Limited
Tian Weidong
Chairman and Executive Director

Hong Kong, 13 April 2023

As at the date of this announcement, the Board comprises Mr. Tian Weidong (Chairman), Mr. Wong Tsz Leung, Mr. Liu Hongbing and Mr. Mak Hon Kai Stanly as executive directors of the Company, Mr. Zheng Gang, Mr. Tang Ming Je and Ms. Xu Wei as independent non-executive directors of the Company.