

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

芯智控股有限公司  
**Smart-Core Holdings Limited**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2166)**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 25 MAY 2023**

Reference is made to the circular (the “**Circular**”) and the notice of annual general meeting (“**Notice**”) of Smart-Core Holdings Limited (the “**Company**”) both dated 22 April 2023. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Circular.

The board of directors (the “**Board**”) of the Company is pleased to announce that at the annual general meeting held on 25 May 2023 (the “**AGM**”), all proposed resolutions as set out in the Notice were duly approved by Shareholders by way of poll.

Computershare Hong Kong Investor Services Limited, the Company’s branch registrar in Hong Kong, was appointed by the Company as the scrutineer for the vote-taking at the AGM.

The poll results in respect of each resolution proposed at the AGM were as follows:

Ordinary Resolutions		Number of Shares represented by votes cast and percentage of total number of votes cast	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of directors (the “ <b>Directors</b> ”) and the auditors of the Company and its subsidiaries for the year ended 31 December 2022.	354,094,000 100%	0 0.00%
2.	To declare a final dividend of HK6 cents per share for the year ended 31 December 2022.	354,094,000 100%	0 0.00%
3.	(a) To re-elect Mr. Tian Weidong as an executive Director of the Company;	353,892,000 99.94%	202,000 0.06%
	(b) To re-elect Mr. Zheng Gang as an independent non-executive Director of the Company; and	354,094,000 100%	0 0.00%
	(c) To re-elect Mr. Tang Ming Je as an independent non-executive Director of the Company.	354,094,000 100%	0 0.00%
4.	To authorise the board of Directors of the Company to fix the Directors’ remuneration.	354,094,000 100%	0 0.00%
5.	To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and authorise the board of Directors to fix their remuneration.	354,094,000 100%	0 0.00%
6.	To give a general mandate to the Directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the number of issued shares of the Company (the “ <b>Issue Mandate</b> ”).	352,894,000 99.66%	1,200,000 0.34%
7.	To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the number of issued shares of the Company.	354,094,000 100%	0 0.00%
8.	To extend the Issue Mandate by the number of shares of the Company repurchased by the Company.	352,962,000 99.68%	1,132,000 0.32%
<b>Special Resolution</b>		<b>For</b>	<b>Against</b>
9.	To approve the proposed amendments to the existing memorandum of association and articles of association of the Company and the proposed adoption of the new memorandum of association and articles of association of the Company incorporating the proposed amendments.	354,094,000 100%	0 0.00%

As more than 50% of the votes were cast in favour of each of the resolutions numbered 1 to 8, all of the resolutions numbered 1 to 8 were duly passed as ordinary resolutions of the Company.

As not less than 75% of the votes were cast in favour of the resolution numbered 9, the resolution numbered 9 was duly passed as a special resolution of the Company.

As at the date of the AGM, the Company had issued a total of 488,681,030 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions proposed at the AGM. No Shareholder was required under the Listing Rules to abstain from voting on any of the resolutions at the AGM and no Shareholder was entitled to attend and abstain from voting in favour as set out in rule 13.40 of the Listing Rules. No Shareholder has stated his/her/its intention in the Circular to vote against or to abstain from voting on any of the proposed resolutions at the AGM.

All directors of the Company attended the AGM in person or by electronic means.

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

Hong Kong, 25 May 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.*