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智數科技集團有限公司
SMART DIGITAL TECHNOLOGY GROUP LIMITED
(Incorporated in Bermuda with limited liability)
(Stock Code: 1159)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent

路華證券有限公司
ROOFER SECURITIES LIMITED

Reference is made to the announcements of Smart Digital Technology Group Limited (the "**Company**") dated 4 July 2025, 16 July 2025, 24 July 2025 and 25 July 2025 (the "**Announcements**") in relation to the placing of a maximum of 23,600,000 Placing Shares under the General Mandate. Unless otherwise stated, capitalised terms used herein shall bear the same meanings as defined in the Announcements.

COMPLETION OF THE PLACING

The Board is pleased to announce that all the conditions set out in the Placing Agreement (the "**Placing Agreement**") have been fulfilled and completion of the Placing took place on 25 July 2025. A total of 23,600,000 Placing Shares have been successfully placed by the Placing Agent to not less than six (6) Placees at the Placing Price of HK$1.69 per Placing Share pursuant to the terms and conditions of the Placing Agreement, representing (i) approximately 19.96% of the issued share capital of the Company immediately before completion of the Placing; and (ii) approximately 16.64% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares immediately upon completion of the Placing.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the Placees and its ultimate beneficial owner(s) are Independent Third Parties and are not connected persons and persons acting in concert of the Company (as defined in the Takeovers Code). None of the Placees and their associates has become a substantial shareholder of the Company immediately after the completion of the Placing.

The gross proceeds from the Placing are approximately HK$39.9 million, and the net proceeds, after deducting the placing commission, professional fees and all related expenses borne by the Company from the Placing are approximately HK$38.7 million.

The Company intends to apply the net proceeds in the following manner: (i) approximately HK$22.9 million towards the repayment of debts; (ii) approximately HK$11.8 million towards the development of new business opportunities; and (iii) approximately HK$4.0 million towards the replenishment of working capital of the Group. For further details, please refer to the supplemental announcement of the Company dated 16 July 2025.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The table below illustrates the shareholding structure of the Company (i) immediately before completion of the Placing; and (ii) immediately after completion of the Placing:

Shareholders	**Immediately before completion of the Placing**		**Immediately after completion of the Placing**	
	No. of Shares	*Approximate shareholding percentage (%)*	*No. of Shares*	*Approximate shareholding percentage (%)*
Timcha Investment Limited (formerly known as "**CICFH Innovation Investment Limited**") *(Note 1)*	18,151,351	15.35	18,151,351	12.80
Sang Kangqiao *(Note 2)*	1,362,950	1.15	1,362,950	0.96
Placees	–	–	23,600,000	16.64
Other public Shareholders	98,742,178	83.50	98,742,178	69.61
Total	118,256,479	100.00	141,856,479	100.00

Notes:

(1) The entire issued share capital of Timcha Investment Limited (formerly known as "CICFH Innovation Investment Limited") is wholly and beneficially owned by 江陰星輝文化傳播有限公司, which is owned as to 34.97% by 江陰濱江科技創業投資有限公司, which is wholly and beneficially owned by 江陰科技新城投資管理有限公司. By virtue of the SFO, 江陰星輝文化傳播有限公司, 江陰濱江科技創業投資有限公司 and 江陰科技新城投資管理有限公司 are deemed to be interested in all the shares in which Timcha Investment Limited is interested under the SFO.

(2) Mr. Sang is an executive Director.

By order of the Board
Smart Digital Technology Group Limited
Mr. Jing Xufeng
Co-Chairman

Hong Kong, 25 July 2025

As at the date of this announcement, the Board comprises five executive Directors, namely Mr. Sang Kangqiao, Mr. Jing Xufeng, Mr. Luo Lei, Ms. Wu Xiaoli and Mr. Hu Fanghui; and three independent non-executive Directors, namely Mr. Wu Hongliang, Mr. Niu Zhongjie and Mr. Xu Zhihao.