THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Smart Digital Technology Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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)

(1) PROPOSED GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES; (2) PROPOSED RE-ELECTION OF DIRECTORS; (3) RE-APPOINTMENT OF COMPANY'S AUDITOR; AND (4) NOTICE OF ANNUAL GENERAL MEETING

The notice convening the AGM of the Company to be held at 3/F, Tower 2, South Seas Centre, 75 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong, on Friday, 29 May 2026 at 11:00 a.m. at which the above proposals will be considered is set out on pages 16-20 of this circular.

Whether or not you are able to attend the AGM, please complete and return the relevant form of proxy as instructed as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or adjourned meeting to the branch share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated URL (https://evoting.vistra.com) by using the username and password provided on the notification letter sent by the Company. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM and at any adjournment thereof if you so wish and in such event, the form of proxy shall be deemed to be revoked.

30 April 2026

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

"Annual General Meeting" or "AGM"	the annual general meeting of the Company for the year ended 31 December 2025 to be held on 29 May 2026
"Annual Report"	annual report of the Company in respect of the year ended 31 December 2025
"associate"	having the meaning ascribed to it under the Listing Rules
"Board"	the board of Directors
"Business Day"	a day (other than Saturday, Sunday and days on which a tropical cyclone warning no.8 or above or black rainstorm warning signal is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.) on which banks are open in Hong Kong for general banking business
"Bye-laws"	the existing bye-laws of the Company
"CCASS"	Central Clearing and Settlement System operated by HKSCC
"Code"	the Corporate Governance Code, appendix C1 to the Listing Rules
"Company"	Smart Digital Technology Group Limited, a company incorporated in Bermuda with limited liability and its Shares are listed on the Stock Exchange
"controlling shareholders"	has the meaning ascribed to it under the Listing Rules
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Directors"	the directors of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong

"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Latest Practicable Date"	23 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Memorandum of Association"	the memorandum of association of the Company, as amended from time to time
"Repurchase Mandate"	a general mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all the powers of the Company to repurchase Shares in the manner as set out in the notice of the Annual General Meeting and in this circular
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
"Shareholder(s)"	holder(s) of issued Shares
"Share(s)"	ordinary share(s) of HK$0.10 each in the share capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time)
"Share Issue Mandate"	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and deal with the Shares in the manner as set out in the notice of the Annual General Meeting and in this circular
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"substantial shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"Takeovers Code"	the Hong Kong Code on Takeovers and Mergers
"treasury shares"	has the meaning ascribed to it under the Listing Rules

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

Executive Directors:
Mr. Jing Xufeng
Mr. Hu Fanghui
Mr. Luo Lei
Ms. Wu Xiaoli

Independent Non-executive Directors:
Mr. Niu Zhongjie
Mr. Xu Zhihao
Mr. Wu Hongliang

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal place of business in Hong Kong:
Room 406, 4/F
Far East Finance Center
16 Harcourt Road
Hong Kong

30 April 2026

Dear Sir or Madam,

(1) PROPOSED GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES; (2) PROPOSED RE-ELECTION OF DIRECTORS; (3) RE-APPOINTMENT OF COMPANY'S AUDITOR; AND (4) NOTICE OF ANNUAL GENERAL MEETING

A. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting for the proposed (i) granting of the Share Issue Mandate, the Repurchase Mandate and the extension of the Share Issue Mandate, (ii) re-election of the Directors, and (iii) re-appointment of the Company's auditor. This circular contains the explanatory statement in compliance with the Listing Rules and to give all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions at the Annual General Meeting.

B. PROPOSED GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed that the Directors be granted the Repurchase Mandate to exercise all powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company (excluding treasury shares) at the date of passing of the resolution approving the Repurchase Mandate.

An ordinary resolution will also be proposed at the Annual General Meeting to grant the Directors the Share Issue Mandate to allot, issue and deal with new Shares up to a maximum of 20% of the aggregate nominal amount of the issued share capital of the Company (excluding treasury shares) at the date of passing of the resolution approving the Share Issue Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 141,856,479 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolutions approving the Share Issue Mandate and the Repurchase Mandate, the maximum number of Shares which may be issued pursuant to the Share Issue Mandate on the date of passing the resolution approving the Share Issue Mandate will be 28,371,295 Shares (excluding treasury shares) and the maximum number of Shares which may be repurchased by the Company pursuant to the Repurchase Mandate will be 14,185,647 Shares (excluding treasury shares).

If the Repurchase Mandate and the Share Issue Mandate to be granted are approved at the Annual General Meeting, an ordinary resolution will be proposed at the Annual General Meeting to authorise that any Shares repurchased under the Repurchase Mandate will be added to the total number of new Shares which may be allotted and issued under the Share Issue Mandate.

The Repurchase Mandate, the Share Issue Mandate and the extension of the Share Issue Mandate will, if granted, remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Bye-laws to be held; or (iii) the date on which the authority given to the Directors by the resolution concerned is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

If the Company repurchases any Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made. If the Company holds any Shares in treasury, any sale or transfer of Shares in treasury will be made pursuant to the terms of the Share Issue Mandate and in accordance with the Listing Rules and applicable laws and regulations of Bermuda.

C. EXPLANATORY STATEMENT

An explanatory statement as required by the Listing Rules to provide all relevant information relating to the proposed Repurchase Mandate is set out in the Appendix I to this circular. The information in the explanatory statement is provided to you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate.

D. PROPOSED RE-ELECTION OF DIRECTORS

The Board comprises 7 Directors, namely Mr. Jing Xufeng, Mr. Hu Fanghui, Mr. Luo Lei and Ms. Wu Xiaoli as executive Directors, and Mr. Niu Zhongjie, Mr. Xu Zhihao, and Mr. Wu Hongliang as independent non-executive Directors.

In accordance with Bye-law 84(1), at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) who are not Directors in respect of whom the provisions of Bye-law 83(2) apply, shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Accordingly, three Directors, namely Mr. Luo Lei, Mr. Hu Fanghui and Mr. Niu Zhongjie, will retire at the Annual General Meeting and, being eligible, offer themselves for re-election.

Set out below are the biographical details of Directors who are subject to re-election.

(A) Mr. Luo Lei, an executive Director

Mr. Luo Lei ("Mr. Luo"), aged 56, is a television and film director and producer. A graduate of the prestigious Directing Program of Beijing Film Academy and a member of the Producers Guild of America, Peter has been involved in film and television productions for decades. Peter produces powerful, innovative and diverse visual narratives that sit at the intersection of prestige and wide commercial appeal, like 馬歇爾 "Marshall", 摘金奇緣 "Crazy Rich Asians", 中途島 "Midway", 黑暗恐怖故事 "Scary Stories to Tell in the Dark", 武漢武漢 "Wuhan Wuhan", 致命感應 "Malignant", 阿媽 "Umma" and so on. Peter also worked as an executive producer, director, screenwriter, and showrunner, making many critically acclaimed and highly-rated film and television programs, starting in 2001. These include: 愛在陽光燦爛時 "Love in Sunshine", which was the first TV drama in China that finished the whole production outside the country; 芙蓉花開 "Blooming Hibiscus," which was the first TV drama with a city marketing plan in China; the TV series 便衣警察 "Plainclothes Policeman," which was broadcast on CCTV-1, ranked in the top three in ratings for a year, and won many awards including 'The Five Best National Works' and the 'Outstanding TV Drama Awards from the State Administration of Radio, Film and Television'; 雪域雄鷹 "Snowy Eagle", which was broadcast on CCTV-1, and was the highest-rated show of that year, while also setting a record of 1.5 billion views online; and 熊貓與阿西的故事 "Papa, Can You Hear Me Sing," which was the highest-rated show in China the year it debuted. Due to Mr. Luo's contribution to promote diversity and inclusion in the industry, Mr. Luo has been awarded the Griot Gala Award in 2020 and has been rated as one of the Top dealmakers in Hollywood in 2020 by the Variety Magazine.

Save as disclosed above, Mr. Luo has not held any other positions with any members of the Group and has not held any other directorships in any public listed companies in the last three years and does not have any other major appointment or professional qualifications.

Save as disclosed above, Mr. Luo does not have any relationships with any Directors, senior management or substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Luo is not interested in and does not hold any Shares or underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Mr. Luo has entered into a service contract with the Company for a term of 3 years which will be automatically renewed for a further term of 1 year on each subsequent year, and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Bye-laws of the Company. Under the service contract, Mr. Luo is entitled to an annual remuneration of HK$2,800,000, and a discretionary bonus payment and other benefits in such amount and payable at such time as shall be determined by the Board in its absolute discretion for his directorship in the Company which is determined by the Board with reference to his respective duties and responsibilities in the Group and the market rate for the position.

Save as disclosed above, there is no information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

(B) Mr. Hu Fanghui, an executive Director

Mr. Hu Fanghui ("Mr. Hu"), aged 60, joined the Group in October 2021 as a managing director of the Group focusing on the Group's business development, government relations and capital markets. He is also currently serving as the chairman of the board of China Science IntelliCloud Technology Co., Ltd.(中科智雲科技有限公司)and is responsible for the company's strategy planning, public relations and investments. From 2010 to 2018, he served as the vice president of Chia Tai Group(正大集團)and the vice chairman and chief executive officer of CP Modern Living Group(正大新生活集團)which he was responsible for real estate development, investments and general management of the group, the Belt and Road Initiative investment cooperation, government relations, and investment cooperation with large Chinese enterprises. From 2015 to 2010, Mr. Hu served as the president of 金開利集團 (Jinkaili Group*) and was responsible for real estate development and management, investments, and business operation management.

Mr. Hu received his Bachelor's degree in Management from 北京交通大學 (Beijing Jiaotong University*).

Save as disclosed above, Mr. Hu has not held any other positions with any members of the Company and has not held any other directorships in any public listed companies in the last three years and does not have any other major appointment or professional qualifications.

Save as disclosed above, Mr. Hu does not have any relationships with any Directors, senior management or substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Hu is not interested in and does not hold any Shares or underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Mr. Hu has entered into a service contract with the Company for a term of 3 years which will be automatically renewed for a further term of 1 year on each subsequent year, and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Bye-laws of the Company. Under the service contract, Mr. Hu is entitled to an annual remuneration of HK$120,000, and a discretionary bonus payment in such amount and payable at such time as shall be determined by the Board in its absolute discretion for her directorship in the Company which is determined by the Board with reference to her respective duties and responsibilities in the Group and the market rate for the position.

Save as disclosed above, there is no information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

(C) Mr. Niu Zhongjie, an independent non-executive Director

Mr. Niu Zhongjie ("Mr. Niu"), aged 58, holds a Bachelor of Arts in Business Administration awarded by Northeast Missouri State University, Missouri USA in May 1994. He also holds a Degree of Master of Business Administration awarded by The University of Hong Kong in December 1999. Mr. Niu has worked with various financial institutions and has extensive experience in equity capital markets. He is currently the responsible officer for type 4 (advising on securities) and type 9 (asset management) regulated activities of Vision Finance Asset Management Limited. He is also a director of Vision Finance International Company Limited and the responsible officer of the company to carry on type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities.

He is currently an independent non-executive director of Nanjing Sample Technology Company Limited (南京三寶科技股份有限公司)(stock code: 1708), Peiport Holdings Limited (彼岸控股有限公司)(stock code: 2885), New Media Lab Limited (新傳企劃有限公司)(stock code: 1284), the shares of which are listed on the Main Board of the Stock Exchange.

Mr. Niu was an executive director of Beijing Sports and Entertainment Industry Group Limited(北京體育文化產業集團有限公司), the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1803) between 23 April 2015 to 7 November 2018. He was also an independent non-executive director of Gold-Finance Holdings Limited.（金誠控股有限公司)("**Gold-Finance**") between 3 February 2016 and 15 May 2019. Gold-Finance was a company listed on the Main Board of the Stock Exchange (stock code: 1462) but the trading of Gold-Finance's securities on the Stock Exchange was suspended on 5 May 2019 and it was eventually delisted on 16 March 2021. As disclosed in the announcements made by Gold-Finance prior to its delisting, a winding-up petition was filed against Gold-Finance on 3 June 2019 in the High Court of Hong Kong and provisional liquidators were appointed in respect of Gold-Finance on 5 June 2019 as a result of a winding-up petition filed against Gold-Finance's controlling shareholder in April 2019, which falls within 12 months after Mr. Niu's ceasing to act as its independent non-executive director. For further details of the said winding-up petition and delisting, please refer to the announcements made by Gold-Finance. Based on public information, Gold-Finance was an investment holding company incorporated in the Cayman Islands as an exempted company with limited liability, and its principal activities were investment and asset management services in the PRC, property investment and development in the PRC and building services in Hong Kong. According to the Cayman Islands Gazette dated 10 May 2021 (Issue No. 10/2021), Gold-Finance was struck off from the Cayman Islands Companies Register on or around 29 May 2020 in accordance with the Companies Law of the Cayman Islands.

Save as disclosed above, Mr. Niu has not held any other positions with any members of the Group and has not held any other directorships in any public listed companies in the last three years and does not have any other major appointment or professional qualifications.

Save as disclosed above, Mr. Niu does not have any relationships with any Directors, senior management or substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Niu is not interested in and does not hold any Shares or underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Mr. Niu has entered into a service contract with the Company for a term of 3 years, and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Bye-laws. Under the service contract, Mr. Niu is entitled to an annual remuneration of HK$120,000, which is determined by the Board with reference to his respective duties and responsibilities in the Group and the market rate for the position.

Save as disclosed above, there is no information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

Each of Mr. Niu Zhongjie, Mr. Xu Zhihao, Mr. Wu Hongliang has provided the Company a confirmation of independence pursuant to Rule 3.13 of the Listing Rules and the Board affirms that they are independent. The nomination committee of the Company and the Board have assessed the independence of each of the independent non-executive Directors and are satisfied that each of them has the required character, integrity and experience to continue fulfilling the role of an independent non-executive Directors and consider each of them to be independent.

E. RE-APPOINTMENT OF COMPANY'S AUDITOR

Moore CPA Limited will retire as auditor of the Group upon expiration of its current term of office at the close of the AGM. Following the recommendation of the audit committee of the Company, the Board proposed the re-appointment of Moore CPA Limited as the auditor of the Group and to hold office until the next annual general meeting of the Company, subject to the approval of the Shareholders at the AGM. The specific auditors' remuneration will be further negotiated and determined between the Company and Moore CPA Limited on a fair and reasonable basis, taking into account factors such as the business scale and industry of the Group, expected audit scope, audit timetable, manpower and expected auditors' resources required. It is expected that the auditors' remuneration for the ensuing year shall not exceed HK$1.6 million.

F. GENERAL INFORMATION

The notice for the Annual General Meeting is set out on pages 16-20 of this circular. Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy and return it to the branch share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre 16 Harcourt Road Hong Kong in accordance with the instructions printed thereon or via the designated URL (https://evoting.vistra.com) by using the username and password provided on the notification letter sent by the Company not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. at or before 11:00 a.m. on Wednesday, 27 May 2026) or adjourned meeting (as the case may be). The return of the proxy form will not preclude you from attending and voting in person if you so wish and in such event, the form of proxy shall be deemed to be revoked.

For determining Shareholders' entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 26 May 2026 to Friday, 29 May 2026, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfer of Shares accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Friday, 22 May 2026. The record date for the attending and voting at the AGM is Friday, 29 May 2026.

To the best of the Director's knowledge, information and belief having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the relevant resolutions to be proposed at the Annual General Meeting.

G. VOTING BY POLL

Under Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the ordinary resolutions proposed at the Annual General Meeting will also be taken by poll. A poll results announcement will be made by the Company after the Annual General Meeting in accordance with Rule 13.39(5) of the Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting at the Annual General Meeting, and there is not any voting trust or other agreement or arrangement or understanding entered into or binding upon any Shareholder, and any other obligation or entitlement of a shareholder that is required to be disclosed.

H. RECOMMENDATIONS

The Directors consider that (i) granting of the Share Issue Mandate, the Repurchase Mandate and the extension of the Share Issue Mandate, (ii) re-election of the Directors, and (iii) re-appointment of the Company's auditor are in the interest of the Company and Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting.

I. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
By order of the board of Directors
Smart Digital Technology Group Limited
Jing Xufeng
Chairman

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate. This Appendix serves as an explanatory statement given to all the Shareholders, as required by the Listing Rules, to provide requisite information of the Repurchase Mandate.

1. LISTING RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid shares subject to certain restrictions, the more important of which are summarised below:

(a) Share capital

Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company (excluding treasury shares) at the date of the passing of the relevant resolutions granting the Repurchase Mandate. The Company's authority is restricted to purchase in accordance with the Listing Rules. As at the Latest Practicable Date, there were in issue an aggregate of 141,856,479 Shares. Exercise in full of the Repurchase Mandate, on the basis that no further Shares would be issued or repurchased prior to the date of the Annual General Meeting, would accordingly result in up to 14,185,647 Shares being repurchased by the Company.

As stated in the section titled "B. PROPOSED GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES" in the letter from the Board, if the Company repurchases any Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made.

To the extent that any treasury shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as treasury shares, which may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in the Company's name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

(b) Reasons for repurchase

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company the flexibility to make such repurchase when appropriate and is beneficial to the Company. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share. As compared with the financial position of the Company as at 31 December 2025 (being the date of its latest audited accounts), the Directors consider that there would not be any material adverse impact on the working capital and on the gearing position of the Company in the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period. In the circumstances, the Directors do not propose to exercise the Repurchase Mandate to such an extent that would have a material adverse impact on the working capital or gearing ratio of the Company.

(c) Funding of repurchases

Repurchase of the Shares will be funded out of funds legally available for such purpose in accordance with the Bye-laws, the Listing Rules and the applicable laws of Bermuda. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange.

(d) Directors, their associates and connected persons

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any of their associates has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company.

As at the Latest Practicable Date, no connected person of the Company has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Repurchase Mandate is granted.

(e) Undertaking of the Directors

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make repurchase pursuant to the Repurchase Mandate in the proposed resolution in accordance with the Listing Rules and the applicable laws of Bermuda.

(f) Effect of the Takeovers Code

If on exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for purposes of the Takeovers Code. As a result, a shareholder or a group of shareholders acting in concert could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the Directors are not aware of any consequences which the exercise in full of the Repurchase Mandate would have under the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 and 32 of the Takeovers Code. The Company will not exercise the Repurchase Mandate to such extent as would result in the number of Shares held by the public falling below 25%.

2. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

3. SHARE PRICES

During each of the previous 12 months, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

Month	Per Share	
	Highest	**Lowest**
	HK$	*HK$*
2025		
April	0.60	0.45
May	2.85	0.44
June	4.06	2.11
July	4.00	1.61
August	4.58	3.02
September	3.06	2.20
October	2.68	1.96
November	2.30	1.88
December	1.95	1.70
2026		
January	2.40	2.00
February	2.20	1.92
March	3.57	1.98
April (up to the Latest Practicable Date)	3.00	2.08

4. GENERAL

The Directors will exercise the Repurchase Mandate in accordance with the Listing Rules, the Memorandum and Bye-Laws and the applicable laws and regulations of Bermuda. Neither this explanatory statement nor the Repurchase Mandate has any unusual features.

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of Smart Digital Technology Group Limited (the "**Company**") for the financial year ended 31 December 2025 will be held at 3/F, Tower 2, South Seas Centre, 75 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong, on Friday, 29 May 2026 at 11:00 a.m., for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions:

ORDINARY RESOLUTIONS

1. to receive and consider the audited consolidated financial statements and the reports of the Directors and auditor for the year ended 31 December 2025;

2. A. to re-elect Mr. Luo Lei as an executive director of the Company;

   B. to re-elect Mr. Hu Fanghui as an executive director of the Company;

   C. to re-elect Mr. Niu Zhongjie as an independent non-executive director of the Company;

   D. to authorise the board of directors of the Company (the "**Board**") to fix the remunerations of the directors of the Company (the "**Directors**");

3. to re-appoint Moore CPA Limited as the auditor of the Company and authorise the board of Directors to fix its remuneration;

4. to consider as special businesses and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

A. "**THAT**:

(a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws and the bye-laws of the Company, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate nominal amount of share capital allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; (iii) the exercise of any option under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers, employees of the Company and/or any of its subsidiaries or other eligible participants of shares or rights to acquire shares in the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the cash payment for a dividend on shares of the Company in accordance with the bye-laws of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue (excluding treasury shares) at the date of passing of this resolution, and the said approval shall be limited accordingly; and

(d) for the purposes of this Resolution:

"**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; and

(iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

"**Rights Issue**" means an offer of shares or other securities of the Company open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company."

B. "**THAT**:

(a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited ("**Stock Exchange**") or on any other stock exchange recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with all applicable rules, laws and requirements, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of the shares of the Company which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company (excluding treasury shares) as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

(c) for the purposes of this Resolution:

"**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; and

(iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting."

C. "**THAT** conditional upon resolutions 4A and 4B as set out above being passed, the authority of the directors of the Company pursuant to resolution 4A be and is hereby approved to extend to cover such amount representing the aggregate nominal amount of the shares in the capital of the Company repurchased pursuant to the authority granted pursuant to resolution 4B."

By Order of the Board
Smart Digital Technology Group Limited
Jing Xufeng
Chairman

Hong Kong, 30 April 2026

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal place of business:
Room 406, 4/F
Far East Finance Center
16 Harcourt Road
Hong Kong

Notes:

1. Any member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.

2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney or other person duly authorised.

3. In the case of joint holders of any shares in the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered holders.

4. In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited at the branch share registrar of the Company at Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated URL (https://evoting.vistra.com) by using the username and password provided on the notification letter sent by the Company as soon as possible but in any event not less than 48 hours before the time for holding the meeting or any adjourned meeting.

5. The register of members of the Company will be closed from Tuesday, 26 May 2026 to Friday, 29 May 2026 (both days inclusive) to determine the entitlement to attend and vote at the above meeting. During such period no transfer of shares of the Company will be registered. In order to qualify for the entitlement to attend and vote at the above meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Friday, 22 May 2026 for registration. The record date for the attending and voting at the AGM is Friday, 29 May 2026.

6. Delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting convened and in such event, the form of proxy shall be deemed to be revoked.

As at the date of this notice, the Board comprises Mr. Jing Xufeng, Mr. Luo Lei, Ms. Wu Xiaoli and Mr. Hu Fanghui as executive Directors, and Mr. Wu Hongliang, Mr. Niu Zhongjie, and Mr. Xu Zhihao as independent non-executive Directors.