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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)

DISCLOSEABLE TRANSACTIONS ACQUISITION AND DISPOSAL OF WEALTH MANAGEMENT PRODUCTS

ACQUISITION AND DISPOSAL OF WEALTH MANAGEMENT PRODUCTS

The Board hereby announces that during the period from 4 September 2025 to 11 February 2026, the Group carried out the Acquisitions and subsequently carried out the Disposals on 10 November 2025 and 11 February 2026, respectively, in relation to the Funds offered by Huatai Financial.

Upon the Disposals, and as at the date of this announcement, the Group ceased to hold any outstanding wealth management products from Huatai Financial.

IMPLICATIONS UNDER THE LISTING RULES

As one or more applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of (i) the Acquisitions, when standalone and/or aggregated, exceeded 5% but were lower than 25% and (ii) the Disposals, when standalone and/or aggregated, exceeded 5% and but were lower than 25%, both the Acquisitions and the Disposals constituted discloseable transactions of the Company under Chapter 14 of the Listing Rules, and are subject to the notification and announcement requirements as set out under Rule 14.34 of the Listing Rules, but are exempt from the Shareholders' approval requirement under Chapter 14 of the Listing Rules. The disclosure obligation under Rule 14.34 was first triggered on 4 September 2025.

ACQUISITION AND DISPOSAL OF WEALTH MANAGEMENT PRODUCTS

The Board hereby announces that during the period from 4 September 2025 to 11 February 2026, the Group carried out the Acquisitions and subsequently carried out the Disposals on 10 November 2025 and 11 February 2026, respectively, in relation to the Funds offered by Huatai Financial.

The amounts and principal terms of the Acquisitions and the Disposals are summarized in the tables below:

No	Acquisition/ Disposal date	Name of product	Fund Manager	Acquisition Amount	Redemption Amount	Amount of Gain/(Loss) accrued to the Company	Term of investment	Expected annualized rate of return	Investment scope of the product
1	2025/9/4	ChinaAMC Select USD Money Market Fund Class B	Huatai Financial	USD 3,050,540			One year, redeemable upon giving notice one business days in advance by the Company	expected to be 3.5%–4.5%, subject to the actual return rate of the underlying assets	Underlying subject of cash management products
2	2025/9/9	ChinaAMC Select USD Money Market Fund Class B	Huatai Financial	USD 184			One year, redeemable upon giving notice one business days in advance by the Company	expected to be 3.5%–4.5%, subject to the actual return rate of the underlying assets	Underlying subject of cash management products
3	2025/9/12	ChinaAMC Select USD Money Market Fund Class B	Huatai Financial	USD 391			One year, redeemable upon giving notice one business days in advance by the Company	expected to be 3.5%–4.5%, subject to the actual return rate of the underlying assets	Underlying subject of cash management products
4	2025/9/15	ChinaAMC Select USD Money Market Fund Class B	Huatai Financial	USD 2,103			One year, redeemable upon giving notice one business days in advance by the Company	expected to be 3.5%–4.5%, subject to the actual return rate of the underlying assets	Underlying subject of cash management products
5	2025/9/29	ChinaAMC Select USD Money Market Fund Class B	Huatai Financial	USD 346,782			One year, redeemable upon giving notice one business days in advance by the Company	expected to be 3.5%–4.5%, subject to the actual return rate of the underlying assets	Underlying subject of cash management products
6	2025/9/29	ChinaAMC Select Money Market Fund Class B HKD	Huatai Financial	HKD 15,263,991			One year, redeemable upon giving notice one business days in advance by the Company	expected to be 2.5%–4.5%, subject to the actual return rate of the underlying assets	Underlying subject of cash management products
7	2025/10/2	ChinaAMC Select Money Market Fund Class B HKD	Huatai Financial	HKD 429			One year, redeemable upon giving notice one business days in advance by the Company	expected to be 2.5%–4.5%, subject to the actual return rate of the underlying assets	Underlying subject of cash management products
8	2025/10/14	ChinaAMC Select Money Market Fund Class B HKD	Huatai Financial	HKD 76,304			One year, redeemable upon giving notice one business days in advance by the Company	expected to be 2.5%–4.5%, subject to the actual return rate of the underlying assets	Underlying subject of cash management products
9	2025/10/15	ChinaAMC Select Money Market Fund Class B HKD	Huatai Financial	HKD 363			One year, redeemable upon giving notice one business days in advance by the Company	expected to be 2.5%–4.5%, subject to the actual return rate of the underlying assets	Underlying subject of cash management products
10	2025/10/16	ChinaAMC Select Money Market Fund Class B HKD	Huatai Financial	HKD 13,110			One year, redeemable upon giving notice one business days in advance by the Company	expected to be 2.5%–4.5%, subject to the actual return rate of the underlying assets	Underlying subject of cash management products
11	2025/10/17	ChinaAMC Select Money Market Fund Class B HKD	Huatai Financial	HKD 4,292			One year, redeemable upon giving notice one business days in advance by the Company	expected to be 2.5%–4.5%, subject to the actual return rate of the underlying assets	Underlying subject of cash management products
12	2025/11/10	ChinaAMC Select Money Market Fund Class B HKD	Huatai Financial		HKD 15,117,955	HKD 47,464	One year, redeemable upon giving notice one business days in advance by the Company	expected to be 2.5%–4.5%, subject to the actual return rate of the underlying assets	Underlying subject of cash management products
13	2025/11/19	ChinaAMC Select Money Market Fund Class B HKD	Huatai Financial	HKD 10,108,436			One year, redeemable upon giving notice one business days in advance by the Company	expected to be 2.5%–4.5%, subject to the actual return rate of the underlying assets	Underlying subject of cash management products
14	2025/11/20	ChinaAMC Select Money Market Fund Class B HKD	Huatai Financial	HKD 39,623			One year, redeemable upon giving notice one business days in advance by the Company	expected to be 2.5%–4.5%, subject to the actual return rate of the underlying assets	Underlying subject of cash management products
15	2025/11/25	ChinaAMC Select Money Market Fund Class B HKD	Huatai Financial	HKD 5,183			One year, redeemable upon giving notice one business days in advance by the Company	expected to be 2.5%–4.5%, subject to the actual return rate of the underlying assets	Underlying subject of cash management products
16	2026/2/11	ChinaAMC Select USD Money Market Fund Class B	Huatai Financial		USD 3,458,008	USD 58,008	One year, redeemable upon giving notice one business days in advance by the Company	expected to be 3.5%–4.5%, subject to the actual return rate of the underlying assets	Underlying subject of cash management products
17	2026/2/11	ChinaAMC Select Money Market Fund Class B HKD	Huatai Financial		HKD 10,504,553	HKD 63,311	One year, redeemable upon giving notice one business days in advance by the Company	expected to be 2.5%–4.5%, subject to the actual return rate of the underlying assets	Underlying subject of cash management products

The subscription amounts of the Acquisitions were funded by the Group's idle cash.

Upon completion of the Disposals, the Group ceased to hold any outstanding wealth management products from Huatai Financial.

BASIS OF CONSIDERATION

The consideration for each of the Acquisitions was determined on the basis of the market price of the relevant Fund at the time of subscription, as quoted by Huatai Financial, multiplied by the number of units acquired by the Group.

The consideration for each of the Disposals was determined on the basis of the market price of the relevant Fund at the relevant disposal date in accordance with the terms of the relevant Fund.

FINANCIAL IMPACT OF THE DISPOSAL

In respect of the Disposals, the total redemption amount was approximately HK$52,543,445 and the Group recorded gains of approximately HK$47,464 and HK$514,909 for the First Redemption and the Second Redemption respectively, which is calculated on the basis of the market value of the Funds as at disposal date minus the average cost of the Funds. The actual financial effect in connection with the Disposals will be subject to the audit of the auditors of the Company. Approximately 40% and 41% of the net proceeds from the Disposals has been utilised for repayment of debts and general operations, respectively, as at the date of this announcement. The Company intends to use the remaining net proceeds from the Disposals for general working capital purpose.

REASONS FOR AND BENEFITS OF THE ACQUISITIONS AND DISPOSALS

The Group entered into the Acquisitions for treasury management purposes with a view to enhancing the utilisation of its idle internal resources while maintaining sufficient liquidity for its operational needs. The Funds are money market funds managed by ChinaAMC and distributed by Huatai Financial, investing in underlying cash management products with daily valuation and redemption features.

At the time of the Acquisitions, the Board noted that the Funds generated relatively stable interest income; the redemption mechanism was highly flexible without any lock-up period, penalty or trading restriction, allowing for real-time full redemption; and historical redemption records did not show any principal loss.

In February 2026, the Funds were reclassified as financial assets measured at fair value through profit or loss, rather than cash and cash equivalents, notwithstanding the low probability of principal loss, the Funds carried an inherent risk of principal impairment. In light of this reassessment and in order to eliminate the relevant risk exposure and address the identified accounting and compliance risk, the Group immediately carried out the Second Redemption on the same day.

Having considered the above, the Directors of the Company (including the independent non-executive Directors) are of the view that the Acquisitions and the Disposals were conducted on normal commercial terms, were fair and reasonable, and were in the interests of the Company and its Shareholders as a whole.

INFORMATION ON THE PARTIES

The Company

The Company is a company incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited.

Huatai Financial

Huatai Financial is a company incorporated in Hong Kong with limited liability on 23 November 2006, and a wholly-owned subsidiary of Huatai Securities Co., Ltd., which is a joint stock company incorporated in the PRC with limited liability and dually listed on the Main Board of the Stock Exchange (stock code: 06886.HK) and the Main Board of Shanghai Stock Exchange (stock code: 601688.SH), respectively. Huatai Financial is licensed with the Securities and Futures Commission of Hong Kong to carry on Type 1 (dealing in securities), Type 4 (advising on securities), and Type 6 (advising on corporate finance) regulated activities as stipulated in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Huatai Financial is principally engaged in securities and futures brokerage.

As of the date of this announcement and to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of Huatai Financial and its ultimate beneficial owner is a third party independent of each of the Company and its connected persons (as defined under the Listing Rules).

IMPLICATIONS UNDER THE LISTING RULES

As one or more applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of (i) the Acquisitions, when standalone and/or aggregated, exceeded 5% but were lower than 25% and (ii) the Disposals, when standalone and/or aggregated, exceeded 5% and but were lower than 25%, both the Acquisitions and the Disposals constituted discloseable transactions of the Company under Chapter 14 of the Listing Rules, and are subject to the notification and announcement requirements as set out under Rule 14.34 of the Listing Rules, but are exempt from the Shareholders' approval requirement under Chapter 14 of the Listing Rules. The disclosure obligation under Rule 14.34 was first triggered on 4 September 2025.

REMEDIAL ACTIONS

The Board deeply regrets the Company's failure to timely comply with the Listing Rules in respect of the discloseable transactions and wishes to emphasise that the non-compliance was inadvertent and arose from a misjudgment in accounting classification rather than any intention to circumvent the Listing Rules. In particular, during discussion with Huatai Financial and upon review of the relevant fund information, the Board noted that the Funds generated relatively stable interest income; the redemption mechanism was highly flexible without any lock-up period, penalty or trading restriction, allowing for real-time full redemption; and the historical redemption records did not show any principal loss. The management initially determined that the purpose of holding the Funds was to collect stable cash flow, including principal and interest, and hence mistakenly classified the Funds as cash and cash equivalents in the Company's management account. As a result, the same was not further reported to the Board and discussed with the Board, and no size test was conducted at the time of the Acquisitions. As a result, the Company has failed to comply with Rule 14.34 of the Listing Rules in a timely manner in respect of the Acquisitions and the Disposals.

To address the non-compliance and to prevent recurrence of similar incidents, the Company will adopt the following remedial measures:

– The Company will arrange regular training annually on regulatory compliance matters relating to notifiable transactions and connected transactions for responsible staff, including Directors, compliance officer of the compliance team and accountant and chief financial officer, to ensure that they comprehend the requirements of the Listing Rules;

– The Board will consult professional advisers when appropriate and necessary before conducting any potential notifiable transactions (including but not limited to acquisition of any wealth management products). If necessary, the Board will also consult the Stock Exchange regarding the Listing Rules requirements applicable to the proposed transactions; and

– The Company will further strengthen its internal control procedures in relation to the acquisition and disposal of wealth management products upon which classification and size test of all proposed acquisition and disposal of wealth management products shall be subject to review by the chief financial officer and Directors to ensure compliance with the requirements under the Listing Rule.

The Company expects to provide mandatory training by the end of 2026. The Company will also seek for professional advice before conducting any potential notifiable transactions in the future.

The Board reiterates its commitment to strengthening the Company's internal controls and compliance standards to safeguard the interests of the Shareholders.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

"Acquisitions"	the Group's subscriptions of the Funds from Huatai Financial which are high quality money market instruments during the period from 4 September 2025 to 25 November 2025
"Board"	the board of directors of the Company
"ChinaAMC"	China Asset Management (Hong Kong) Limited
"Company"	Smart Digital Technology Group Limited, a company incorporated in the Bermuda with limited liability, whose shares are listed on the Main Board (stock code: 1159)
"Director(s)"	the director(s) of the Company
"Disposals"	collectively the First Redemption and the Second Redemption
"First Redemption"	the redemption by the Company of HK$15,117,955 of the Funds on 10 November 2025
"Funds"	(i) ChinaAMC Select Money Market Fund Class B HKD and (ii) ChinaAMC Select USD Money Market Fund Class B, being the wealth management products subscribed by the Group from Huatai Financial during the period from 4 September to 25 November 2025
"Group"	the Company and its subsidiaries
"HK$" or "HKD"	Hong Kong dollars, the lawful currency of Hong Kong

"Huatai Financial"	Huatai Financial Holdings (Hong Kong) Limited (華泰金融控股(香港)有限公司)
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
"percentage ratios"	have the same meaning as ascribed to it under the Listing Rules
"PRC"	the People's Republic of China, and except where the context otherwise requires, references in this announcement to the PRC or Mainland China exclude Hong Kong, China, Macau, China and Taiwan, China
"Second Redemption"	the redemption by the Company of HK$37,425,490 of the Funds on 11 February 2026
"Shareholder(s)"	holder(s) of the shares of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"USD"	United States dollars
"%"	per cent.

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

Hong Kong, 29 October 2026

As at the date of this announcement, the Board comprises four executive Directors, namely 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.