

Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 27 September 2016 (the “Prospectus”) issued by Smart-Core Holdings Limited (the “Company”).

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This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities of the Company. This announcement is not a prospectus. Potential investors should read the Prospectus for detailed information about the Company, Hong Kong Public Offer and the International Placing described below before deciding whether or not to invest in the Shares thereby offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States or in any other jurisdictions. The Shares have not been, and will not be, registered under the United States Securities Act 1933, as amended or supplemented from time to time (the “U.S. Securities Act”) or any state securities law of the United States. The securities may not be offered, sold, pledged, transferred or delivered in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act or any state securities law of the United States. There will be no public offer of securities in the United States. The Offer Shares are being offered and sold outside the United States as offshore transactions in accordance with Regulation S under the U.S. Securities Act.

In connection with the Global Offering, Haitong International Securities Company Limited, as stabilising manager (the “Stabilising Manager”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilising or supporting the market price of the Shares at a level higher than that which might otherwise prevail in an open market for a limited period after the Listing Date. However, there is no obligation on the Stabilising Manager, its affiliates or any person acting for it, to conduct any such stabilising action, which, if commenced, will be done at the sole and absolute discretion of the Stabilising Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilising activity is required to be brought to an end on the 30th day after the last date for lodging applications under the Hong Kong Public Offer. Any market purchases of Shares will be effected in compliance with all applicable laws and regulatory requirement. Such stabilisation action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilising actions cannot be taken to support the price of the Shares for longer than the stabilisation period which will begin on the Listing Date and expire on Sunday, 30 October 2016, being the 30th day after the last date for lodging applications under the Hong Kong Public Offer. After this date, no further stabilising action may be taken and demand for the Shares and the price of the Shares could fall.

SMART-CORE HOLDINGS LIMITED

芯智控股有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	:	125,000,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	:	12,500,000 Shares (subject to reallocation)
Number of International Placing Shares	:	112,500,000 Shares (subject to reallocation and the Over-allotment Option)
Offer Price	:	not more than HK\$2.39 per Offer Share (payable in full on application in Hong Kong dollars, subject to refund, plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) and expected to be not less than HK\$1.77 per Offer Share
Nominal Value	:	US\$0.00001 per Share
Stock Code	:	2166

Sole Sponsor



Joint Global Coordinators



Joint Bookrunners and Joint Lead Managers



Application has been made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus (including (i) the Shares in issue; (ii) the Shares to be issued pursuant to the Capitalisation Issue and the Global Offering (including any additional Shares which may be issued pursuant to the exercise of the Over-allotment Option); and (iii) the Shares which may be issued pursuant to the exercise of the options that may be granted under the Share Option Scheme and the Awards that may be granted under the Share Award Scheme). Assuming the Hong Kong Public Offer becomes unconditional at or before 8:00 a.m., on Friday, 7 October 2016, it is expected that dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, 7 October 2016. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the Company's website at www.smart-core.com.hk and the Stock Exchange's website at www.hkexnews.hk.

The Global Offering comprises: (1) the Hong Kong Public Offer of 12,500,000 Offer Shares, representing 10% of the total Offer Shares initially available under the Global Offering (subject to reallocation); and (2) the International Placing of 112,500,000 Offer Shares, representing 90% of the total Offer Shares initially available under the Global Offering (subject to reallocation and the Over-allotment Option). The allocation of the Offer Shares between the Hong Kong Public Offer and the International Placing will be subject to reallocation as described in the section headed "Structure of the Global Offering" in the Prospectus.

In connection with the Global Offering, the Company is expected to grant the Over-allotment Option to the International Underwriters, which is exercisable by the Joint Global Coordinators, for themselves and on behalf of the International Underwriters, to require the Company to allot and issue up to 18,750,000 additional Offer Shares, representing 15% of the number of Offer Shares initially available under the Global Offering, at the Offer Price to cover over-allocations in the International Placing, if any.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Main Board and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or on any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$2.39 per Offer Share and is currently expected to be not less than HK\$1.77 per Offer Share, unless otherwise announced. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$2.39 per Offer Share together with brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$2.39 per Offer Share.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the Application Forms and the designated website (www.eipo.com.hk) for the White Form eIPO. Applicants who would like to have the allotted Hong Kong Offer Shares registered in their own names should either (i) complete and sign the **WHITE** Application Forms, or (ii) submit applications online through the designated website of the **White Form eIPO** Service Provider at www.eipo.com.hk under the **White Form eIPO** service. Applicants who would like to have the allotted Hong Kong Offer Shares registered in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms, or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be collected during normal business hours from 9:00 a.m. on Tuesday, 27 September 2016, until 12:00 noon on Friday, 30 September 2016 or such later application day as described in the section headed “How to Apply for Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus from:

(i) any of the following offices of the Hong Kong Underwriters:

DBS Asia Capital Limited	17/F, The Center 99 Queen’s Road Central Hong Kong
Haitong International Securities Company Limited	22/F Li Po Chun Chambers 189 Des Voeux Road Central Hong Kong
GF Securities (Hong Kong) Brokerage Limited	29–30/F, Li Po Chun Chambers 189 Des Voeux Road Central Hong Kong

Fortune (HK) Securities Limited	35/F, Office Tower Convention Plaza No. 1 Harbour Road Wanchai, Hong Kong
Guotai Junan Securities (Hong Kong) Limited	27/F, Low Block Grand Millennium Plaza 181 Queen's Road Central Hong Kong

(ii) any of the following sub-branches of the receiving bank:

Bank of Communications Co., Ltd. Hong Kong Branch

	Sub-Branch	Address
Hong Kong Island	Central District Sub-Branch	G/F., Far East Consortium Building, 125A Des Voeux Road C., Central
	Chai Wan Sub-Branch	G/F., 121–121A Wan Tsui Road, Chai Wan Cinema Building, Chai Wan
Kowloon	Tsim Sha Tsui Sub-Branch	Shop Nos. 1–3 on G/F., CFC Tower, 22–28 Mody Road, Tsim Sha Tsui
	Wong Tai Sin Sub-Branch	Shop N118, 1/F., Temple Mall North, 136 Lung Cheung Road, Wong Tai Sin
New Territories	Shatin Sub-Branch	Shop No. 193, Level 3, Shatin Lucky Plaza, Shatin

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be collected during normal business hours from 9:00 a.m. on Tuesday, 27 September 2016 until 12:00 noon on Friday, 30 September 2016 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker, who may have such Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in all respects in accordance with the instructions printed thereon, together with a cheque or a banker's cashier order marked payable to "**Bank of Communications (Nominee) Co. Ltd. — Smart-Core Holdings Public Offer**" for the payment attached and securely stapled, should be deposited in the special collection boxes provided at any of the sub-branches of the receiving bank listed above, at the following times:

Tuesday, 27 September 2016 — 9:00 a.m. to 5:00 p.m.
Wednesday, 28 September 2016 — 9:00 a.m. to 5:00 p.m.
Thursday, 29 September 2016 — 9:00 a.m. to 5:00 p.m.
Friday, 30 September 2016 — 9:00 a.m. to 12:00 noon

Applicants applying by **White Form eIPO** may submit applications through the **White Form eIPO** service at www.eipo.com.hk (24 hours daily, except on the last application day) from 9:00 a.m. on Tuesday, 27 September 2016 until 11:30 a.m. on Friday, 30 September 2016 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Friday, 30 September 2016 or such later time as described in the section headed "How to Apply for Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

Time for Inputting Electronic Application Instructions

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

Tuesday, 27 September 2016 — 9:00 a.m. to 8:30 p.m.⁽¹⁾
Wednesday, 28 September 2016 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Thursday, 29 September 2016 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Friday, 30 September 2016 — 8:00 a.m.⁽¹⁾ to 12:00 noon

Note:

- (1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Tuesday, 27 September 2016 until 12:00 noon on Friday, 30 September 2016 (24 hours daily, except on the last application day).

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Friday, 30 September 2016 or such later application day or such later time as described in the section headed "How to Apply for Hong Kong Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

Please refer to the sections headed "Structure of the Global Offering" and "How to Apply for Hong Kong Offer Shares" in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offer.

The Company expects to publish the announcement on the final Offer Price, the level of indication of interest in the International Placing, the level of applications in the Hong Kong Public Offer and the basis of allocation of the Hong Kong Offer Shares on Thursday, 6 October 2016 in (i) the South China Morning Post (in English); (ii) the Hong Kong Economic Times (in Chinese); (iii) on the Stock Exchange's website (www.hkexnews.hk); and (iv) on the Company's website (www.smart-core.com.hk). The results of allocations and the identification document number, where appropriate, of successful applicants under the Hong Kong Public Offer will be available through a variety of channels from Thursday, 6 October 2016 as described in the section headed "How to Apply for Hong Kong Offer Shares — 11. Publication of Results" in the Prospectus, including the website of the Stock Exchange at www.hkexnews.hk and on the Company's website at www.smart-core.com.hk.

The Company will not issue temporary documents of title. Share certificates will only become valid at 8:00 a.m. on Friday, 7 October 2016 provided that the Global Offering has become unconditional in all respects and the right of termination as described in the section headed "Underwriting" in the Prospectus has not been exercised. No receipt will be issued for sums paid on application. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, 7 October 2016. The Shares will be traded in board lots of 2,000 Shares each. The stock code of the Shares is 2166.

On behalf of the Board of Directors of
Smart-Core Holdings Limited
Tian Weidong
Chairman and Executive Director

Hong Kong, 27 September 2016

As at the date of this announcement, the board of Directors of the Company comprises Mr. Tian Weidong, Mr. Wong Tsz Leung, Mr. Liu Hongbing and Mr. Xie Yi as executive Directors, Mr. Zheng Gang, Mr. Tang Ming Je and Mr. Wong Hon Kit as independent non-executive Directors.

Please also refer to the published version of this announcement in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese).