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芯智控股有限公司
Smart-Core Holdings Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2166)

VOLUNTARY ANNOUNCEMENT

**ENTERING INTO STRATEGIC COOPERATION AGREEMENT WITH THE
COOPERATIVE PARTY**

This announcement is made by Smart-Core Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis.

The board of directors (the “**Board**”) of the Company is pleased to announce that on 23 June 2017 (after trading hours), Smart-Core Cloud Limited, a wholly-owned subsidiary of the Company, entered into a strategic cooperation agreement (the “**Agreement**”) with Shenzhen Hanhua Micro-credit. Co., Ltd. (深圳瀚華小額貸款有限公司) (the “**Cooperative Party**”) in relation to the provision of financing services and value-added financial services to the customers of the Group (the “**Proposed Strategic Cooperation**”).

PURPOSE OF THE AGREEMENT

The Agreement sets out the main guidelines and principles relating to the Proposed Strategic Cooperation. Through the Agreement, the parties aim to establish a sustainable strategic partnership between each other.

Pursuant to the Agreement, the Proposed Strategic Cooperation covers the following areas:

- (i) Provision of value added financing services to the customers of the Group: The Group may refer its customers who have financing needs (the “**Referred Customers**”) to the Cooperative Party and may promote the Cooperative Party’s services. The Cooperative Party will provide comprehensive financing value-added services, such as credit loans, bill financing and internet financing, to the Referred Customers in accordance with its requirement and credit assessment process;
- (ii) Consultation services: The Cooperative Party may provide personalised and professional financial advisory and investment and financing consultation services to the Company and the Referred Customers; and
- (iii) Training and information communication: The parties to the Agreement shall commence business exchanges and cooperation, organise business training and discussion where necessary and set up effective information communication platform to facilitate the exchange of views on macro-economics and other different areas.

Based on the understanding of the parties to the Agreement, the Company is entitled to receive a referral fee if the Referral Customers successfully obtain financial services from the Cooperative Party. Details of such payment are subject to further negotiation and the entering of formal agreement (if any).

TERM OF THE AGREEMENT

The Agreement shall be effective for a period of one year commencing from the date of signing the Agreement and shall be terminated automatically (i) upon expiry of its term unless extended by mutual consent of both parties in writing; or (ii) at any time as mutually agreed to between the parties in writing.

INFORMATION ON THE COOPERATIVE PARTY

The Cooperative Party, a wholly owned subsidiary of Hanhua Financial Holding Company Limited (stock code 3903), a company listed on the main board of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), is incorporated in Shenzhen and specialises in providing financing services to small and medium enterprises.

To the best knowledge, information and belief of the Board after having made all reasonable enquiries, the Cooperative Party and its ultimate beneficial owners are independent third parties who are not connected persons of the Company (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)).

GENERAL

The Board wishes to emphasise that the Proposed Strategic Cooperation may subject to the entering into of definitive legal documentation, satisfaction of other conditions (if any). The shareholders and potential investors of the Company are advised to exercise caution in the dealing in the securities of the Company.

This announcement is voluntarily made by the Company. None of the applicable percentage ratio(s) as set out in Rule 14.07 of the Listing Rules in respect of the Proposed Strategic Cooperation exceeds 5%, the Proposed Strategic Cooperation therefore does not constitute notifiable transaction of the Company under Chapter 14 of the Listing Rules.

The Company will make further announcement(s) in relation to the Proposed Strategic Cooperation as and when appropriate and comply with all applicable requirements under the Listing Rules.

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

Hong Kong, 26 June 2017

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