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

SUPPLEMENTAL PLACING AGREEMENT IN RELATION TO THE PLACING OF NEW SHARES UNDER GENERAL MANDATE; AND RESUMPTION OF TRADING

Placing Agent

路華證券有限公司
ROOFER SECURITIES LIMITED

Reference is made to the announcement of the Company dated 9 May 2025 (the "**Announcement**") in relation to the Placing. Unless otherwise defined, capitalised terms used herein have the same meanings as defined in the Announcement.

THE SUPPLEMENTAL PLACING AGREEMENT

On 12 May 2025, the Company and the Placing Agent entered into a supplemental agreement (the "**Supplemental Agreement**") to the Placing Agreement, pursuant to which the Company and the Placing Agent agreed to amend the Placing Price and the Long Stop Date as set out below.

Placing Price

Pursuant to the Supplemental Agreement, the parties mutually agreed to amend the Placing Price from HK$0.355 to HK$0.361 (the "**New Placing Price**"), representing:

(i) a discount of approximately 17.01% to the closing price of HK$0.435 per Share as quoted on the Stock Exchange on 12 May 2025, being the date of the Supplemental Agreement; and

(ii) a discount of approximately 18.51% to the average closing price of approximately HK$0.443 per Share as quoted on the Stock Exchange for the last five (5) consecutive trading days immediately prior to the date of the Supplemental Agreement.

The New Placing Price was determined with reference to the prevailing market conditions, historical and prevailing market price of the Shares and was negotiated on an arm's length basis between the Company and the Placing Agent. The Directors consider that the New Placing Price, and the terms and conditions of the Placing Agreement (as amended and supplemented by the Supplemental Agreement thereto), are fair and reasonable, and are in the interest of the Company and the Shareholders as a whole.

Based on the New Placing Price, subject to the completion of the Placing, and assuming that all the Placing Shares are successfully placed by the Placing Agent, the gross proceeds from the Placing will be approximately HK$7.1 million and the net proceeds, after deducting the placing commission, professional fees and all related expenses which may be borne by the Company, from the Placing are estimated to be approximately HK$6.9 million. The Company intends to use such net proceeds to repay debts and replenish the working capital of the Group. Assuming the Placing Shares are fully placed, the net placing price will be approximately HK$0.423 per Placing Share.

Placing Period

Pursuant to the Supplemental Agreement, the parties mutually agreed to amend the Long Stop Date from 20 June 2025 to 2 June 2025 (the "**New Placing Period**") (or such later date as the Company and the Placing Agent may agree in writing).

The Placing Shares will be allotted and issued under the General Mandate, and therefore no Shareholders' approval is required for the issue of the Placing Shares.

Save and except for the aforesaid amendment of the New Placing Price and New Placing Period, all the terms and conditions of the Placing Agreement (as amended and supplemented by the Supplemental Agreement) remain unchanged and shall continue in full force and effect.

Shareholders and potential investors of the Shares should note that the Placing is subject to the fulfillment of the conditions precedent to the completion of the Placing and may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

RESUMPTION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on Monday, 12 May 2025 pending the publication of this announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 13 May 2025.

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

Hong Kong, 12 May 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.