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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)

Placing Agent

國投證券國際
S D I C S I

SDIC Securities (Hong Kong) Limited

COMPLETION OF PLACING OF NEW SHARES UNDER THE GENERAL MANDATE AND UPDATE ON THE STATUS OF THE PUBLIC FLOAT

References are made to (1) the announcement of the Company dated 22 June 2026 (the "**Placing Announcement**") in relation to, among others, the Placing of up to 97,736,206 Placing Shares under the General Mandate; and (2) the announcement of the Company dated 29 June 2026 (the "**Public Float Announcement**", together with the Placing Announcement as the "**Announcements**") in relation to the status of the public float of the Company. Unless the context requires otherwise, capitalised terms used herein shall bear the same meanings as defined in the Announcements.

COMPLETION OF PLACING OF NEW SHARES UNDER THE GENERAL MANDATE

The Board is pleased to announce that all the conditions of the Placing Agreement has been fulfilled and an aggregate of 97,736,000 Placing Shares have been placed by the Placing Agent to not less than six Placees. Completion of the Placing took place on 13 July 2026. The 97,736,000 Placing Shares have been allotted and issued to not less than six Placees at the Placing Price of HK$3.00 per Placing Share pursuant to the terms and conditions of the Placing Agreement, representing approximately 16.67% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares immediately upon completion of the Placing. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, each of the Placees and their respective ultimate beneficial owners is an Independent Third Party. None of the Placees has become a substantial Shareholder (as defined in the Listing Rules) immediately after completion of the Placing.

The Company further clarifies that the 97,736,206 Placing Shares as disclosed in the Placing Announcement represent 20.00% of the existing issued share capital of the Company. For the avoidance of doubt, only 97,736,000 Placing Shares were placed under the Placing Agreement.

Based on the report issued by Deloitte (https://www.deloitte.com/us/en/insights/industry/technology/technology-media-telecom-outlooks/semiconductor-industry-outlook.html), the global semiconductor industry is expected to reach US$975 billion in annual sales in 2026, a historic peak fueled by an intensifying AI infrastructure boom. Growth reached 22% in 2025 and was projected to accelerate to 26% in 2026. This is consistent with the report issued by Gartner (https://www.gartner.com/en/newsroom/press-releases/2026–04–08-gartner-forecasts-worldwide-semiconductor-revenue-to-exceed-us-dollars-one-point-3-trillion-in-2026), which forecasted that the worldwide semiconductor revenue will exceed US$1.3 trillion in 2026.

In line with the market acceleration trend in electronic components, there are booming purchasing demands from customers of the Group since 2025 and the purchasing demands are accelerating in 2026, in particular in memory chips and optoelectronic components. In order to meet such booming demands, the Group has utilized its available cash and cash equivalents and as shown in the annual report of the Company for the year ended 31 December 2025, the Group recorded negative operating cash flow of more than HK$300 million for the financial year, which demonstrates the booming purchasing demand from customers, which also indicates the imminent funding needs of the Group for its business development.

During the first half of 2026, the Group had secured certain purchase orders from its customers and is optimistic to the growth in the second half of 2026. Moreover, it is noted that the prices of memory chips and optoelectronic components are roaring in 2026, in particular where memory chip prices keep roaring in first half of 2026. According to data by TrendForce, memory chip prices increased by more than 50% in 2026. In order to meet such customers' needs, it is essential for the Group to have sufficient cash for expanding procurement and inventory of such components.

The Company acts as an investment holding company, and its principal subsidiaries are principally engaged in the sales and distribution of electronic components, including the sales and distribution of memory chips and related components and optoelectronic components, which is part of the usual and ordinary course of business of the Group. In respect of the net proceeds from the Placing of approximately HK$291.3 million, the Company intends to apply (1) approximately 80% of the net proceeds for expanding procurement and inventory of memory chips and related components; and (2) approximately 20% of the net proceed for expanding procurement and inventory of optoelectronic components, though the actual allocation ratio may be adjusted depending on market circumstances. As disclosed in the Placing Announcement, notwithstanding any change in the allocation percentage, the Company will apply all the net proceeds to expand procurement and inventory of memory and optoelectronic components.

PUBLIC FLOAT STATUS AND SHAREHOLDING TABLE

Set out below are the shareholding structure of the Company as at the date of the Announcements and also the shareholding structure of the Company as a result of completion of the Placing:

Name of Shareholders	**As at the date of the Announcements and before completion of the Placing**		**Immediately upon completion of the Placing**	
	No. of Shares	*Approx. %*	*No. of Shares*	*Approx. %*
Smart IC Limited *(note 1)*	262,500,000	53.72	262,500,000	44.76
INSIGHT LIMITED *(note 2)*	52,500,000	10.74	52,500,000	8.95
Liu Hongbing *(note 3)*	37,500,000	7.67	37,500,000	6.40
Mak Hon Kai Stanly *(note 4)*	5,500,000	1.13	5,500,000	0.94
Zheng Gang *(note 5)*	3,000,000	0.61	3,000,000	0.51
Futu Trustee Limited *(note 6)*	26,978,000	5.52	26,978,000	4.60
Public Shareholders				
Placees *(note 7)*	549,509	0.11	98,285,509	16.76
Other public shareholders	100,153,521	20.50	100,153,521	17.08
Subtotal of public shareholders	100,703,030	20.61	198,439,030	33.84
Total	488,681,030	100.00	586,417,030	100.00

Notes:

1. The entire issued share capital of Smart IC Limited is owned by Mr. Tian Weidong, the executive Director and chairman of the Board. Mr. Tian is deemed, or taken to be, interested in all shares held by Smart IC Limited under Part XV of the SFO.

2. The entire issued share capital of INSIGHT LIMITED is owned by Mr. Wong Tsz Leung, the non-executive Director. Mr. Wong is deemed, or taken to be, interested in all shares held by INSIGHT LIMITED under Part XV of the SFO.

3. Mr. Liu Hongbing is an executive Director.

4. Mr. Mak Hon Kai Stanly is an executive Director. As disclosed above, among those 5,500,000 Shares which Mr. Mak Hon Kai Stanly is interested in, 1,000,000 Shares were granted under the Share Award Scheme but not vested.

5. Mr. Zheng Gang is an executive Director. As disclosed above, among those 3,000,000 Shares which Mr. Zheng Gang is interested in, 1,000,000 Shares were granted under the Share Award Scheme but not vested.

6. Futu Trustee Limited is the trustee of the share award scheme adopted by the Company on 16 April 2026.

7. One of the Placees held 549,509 Shares, representing approximately 0.11% of the issued share capital of the Company, immediately before completion of the Placing.

With completion of the Placing, the public float of the Company has been restored as at the date of this announcement.

For this announcement and the Announcements, unless the context otherwise requires, "**Placing Shares**" means those up to 97,736,206 new Shares to be allotted and issued to the Placees under the Placing in accordance with the terms and conditions of the Placing Agreement, and that expression shall have such meaning when used in this announcement.

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

Hong Kong, 13 July 2026

As at the date of this announcement, the Board comprises Mr. Tian Weidong (Chairman), Mr. Liu Hongbing, Mr. Mak Hon Kai Stanly and Mr. Zheng Gang as executive Directors, Mr. Wong Tsz Leung as non-executive Director, Dr. Tang Ming Je, Ms. Xu Wei and Dr. Lin Chen as independent non-executive Directors.