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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)

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of Smart-Core Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 4 September 2023 (the “**Announcement**”) in relation to, among others, the redesignation of an independent non-executive Director. Capitalized terms used herein shall have the same meanings as those defined in the Announcement unless the context requires otherwise.

The Board announces that Dr. Xue Chun (“**Dr. Xue**”) has been appointed as an independent non-executive Director and a member of the Audit Committee with effect from 4 December 2023.

Set out below are the biographical details of Dr. Xue:

Dr. Xue, aged 49, has more than 25 years’ of experience in the field of computer sciences and machine learning systems. Dr. Xue obtained a bachelor of science in computer science engineering in May 1997 from the University of Texas at Arlington, a master of science in computer science in December 2002 and a PhD in computer science in May 2007 from the University of Texas at Dallas. He has been working at the Department of Computer Science at the City University of Hong Kong since July 2007 where he was an assistant professor and was then promoted to an associate professor in July 2016. He is currently a professor at the City University of Hong Kong since March 2022.

Dr. Xue has entered into a letter of appointment with the Company for his appointment as an independent non-executive Director for a term of three years commencing from 4 December 2023. According to article 16.2 of the amended and restated articles of association of the Company (the “**Articles**”), Dr. Xue shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting. He will be subject to retirement by rotation and re-election in the general meeting of the Company in accordance with the Articles, which may be terminated by either the Company or Dr. Xue by giving 3 months’ written notice or otherwise in accordance with the terms of the letter of appointment. Dr. Xue will be entitled to an annual remuneration of HK\$300,000, which is determined by reference to his roles and responsibilities with the Group and the prevailing market conditions.

Save as disclosed above and as at the date of this announcement, Dr. Xue does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

As at the date of this announcement, Dr. Xue has no relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Dr. Xue has confirmed his independence in accordance with Rule 3.13 of the Listing Rules. Save as disclosed above, Dr. Xue confirms that there is no other matter in relation to his appointment that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules or any other matters that need to be brought to the attention of the shareholders of the Company.

Following the appointment of Dr. Xue, (i) the Board comprises three independent non-executive Directors and the Company has appointed independent non-executive Directors representing a minimum of one-third of the Board as required under Rules 3.10(1) and 3.10A of the Listing Rules; and (ii) the Audit Committee comprises three members which fulfils the requirement under Rule 3.21 of the Listing Rules and the terms of reference of the Audit Committee.

The Board would like to take this opportunity to welcome Dr. Xue in joining the Board.

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

Hong Kong, 4 December 2023

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