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智數科技集團有限公司

SMART DIGITAL TECHNOLOGY GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1159)

EXTENSION OF LONG STOP DATE AND ADJUSTMENT OF PLACING PRICE IN RELATION TO THE PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent



路華證券有限公司

ROOFER SECURITIES LIMITED

Reference is made to the announcement of Smart Digital Technology Group Limited (the “**Company**”) dated 2 June 2026 (the “**Announcement**”) in relation to the placing of up to 28,300,000 Placing Shares under the General Mandate. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

EXTENSION OF LONG STOP DATE

Pursuant to the terms and conditions of the Placing Agreement, the completion of the Placing is conditional upon the satisfaction of the conditions precedent on or before 23 June 2026 (or such other date as the parties may agree in writing) (the “**Long Stop Date**”).

As additional time is required for the Placing Agent to arrange investors to subscribe for the Placing Shares, the Company and the Placing Agent, after arm's length negotiation, entered into a supplemental agreement (the "**Supplemental Agreement**") to the Placing Agreement on 15 June 2026 (after trading hours), whereby the parties agreed to extend the Long Stop Date from 23 June 2026 to 6 July 2026 (or such later date as the Company and the Placing Agent may agree in writing).

ADJUSTMENT OF PLACING PRICE

Pursuant to the Supplemental Agreement, the Placing Price per Placing Share is adjusted from HK\$1.80 to HK\$2.31 (the "**Adjusted Placing Price**"). The Adjusted Placing Price of HK\$2.31 per Placing Share represents:

- (i) a discount of approximately 19.79% to the closing price of HK\$2.88 per Share as quoted on the Stock Exchange on the date of the Supplemental Agreement; and
- (ii) a discount of approximately 17.03% to the average closing price per Share of approximately HK\$2.784 as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Supplemental Agreement.

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

UPDATE ON THE USE OF PROCEEDS

Assuming the maximum number of 28,300,000 Placing Shares are fully placed, the adjusted gross proceeds from the Placing will be approximately HK\$65.4 million. The adjusted net proceeds, after deduction of all relevant expenses (including but not limited to placing commission, professional fees and other related expenses) incidental to the Placing, are estimated to be approximately HK\$64.1 million, representing an adjusted net issue price of approximately HK\$2.2638 per Placing Share.

The Company intends to apply the adjusted net proceeds from the Placing as follows:

- (1) approximately 77% of the net proceeds in the sum of HK\$49.1 million, for the development of new business opportunities. In respect of the application of the said portion of the net proceeds, it is expected that it will be used for (i) the general operation expenses (including but not limited to rental expenses, acquisition of new equipment and material and payroll expenses) of the the potential low-orbit satellite related business and (ii) investment in short to medium length dramas in PRC and other south-east Asia countries; and
- (2) approximately 23% of the net proceeds in the sum of HK\$15.0 million, for the replenishment of the working capital of the Group, including but not limited to payroll-related expenses, professional fees, administrative fees and other corporate expenses expected to be incurred in the second half of 2026 and first half of 2027.

Save and except for the aforesaid changes, all the terms and conditions of the Placing Agreement remain unchanged and continue in full force and effect.

Shareholders and potential investors should note that the completion of the Placing is subject to the fulfillment of the conditions under the Placing Agreement (as amended and supplemented by the Supplemental Agreement thereto). As the Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

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

Hong Kong, 15 June 2026

As at the date of this announcement, the Board comprises four executive Directors, namely 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.