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SMART CITY DEVELOPMENT HOLDINGS LIMITED

智城發展控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8268)

POLL RESULTS OF THE ADJOURNED ANNUAL GENERAL MEETING HELD ON 1 SEPTEMBER 2022

The board of directors (the “**Board**”) of Smart City Development Holdings Limited (“**the Company**”) is pleased to announce that at the adjourned annual general meeting of the Company held on 1 September 2022, all proposed ordinary resolutions and special resolution (the “**Resolutions**”) as set out in the notice of the annual general meeting (the “**AGM**”) dated 29 June 2022 (the “**AGM Notice**”) were duly passed by the Shareholders of the Company by way of poll.

Reference is made to the AGM Notice and the circular of the Company dated 29 June 2022 (the “**Circular**”). Unless otherwise defined, terms used herein shall have the same meaning as in the Circular.

The poll results of the adjourned AGM were as follows:

Ordinary Resolutions		Number of votes cast and approximate percentage of number of votes cast (%)		
		For	Against	Total number of votes cast
1.	To receive and adopt the audited consolidated financial statements and the reports of directors and auditors of the Company for the year ended 31 March 2022.	29,340,596 Shares (100.00%)	0 Shares (0.00%)	29,340,596 Shares
2(A).	To consider the re-election of Mr. Hung Kenneth as an executive Director of the Company.	29,340,596 Shares (100.00%)	0 Shares (0.00%)	29,340,596 Shares
2(B).	To consider the re-election of Mr. Lam Wai Hung as an independent non-executive Director of the Company.	29,340,596 Shares (100.00%)	0 Shares (0.00%)	29,340,596 Shares
3.	To authorise the board of Directors of the Company to fix the remuneration of the Directors of the Company.	29,340,596 Shares (100.00%)	0 Shares (0.00%)	29,340,596 Shares
4.	To consider the re-appointment of Baker Tilly Hong Kong Limited as the auditor of the Company and to authorise the board of Directors of the Company to fix their remuneration.	29,340,596 Shares (100.00%)	0 Shares (0.00%)	29,340,596 Shares

Ordinary Resolutions		Number of votes cast and approximate percentage of number of votes cast (%)		
		For	Against	Total number of votes cast
5(A).	To give a general mandate to the Directors of the Company to allot shares not exceeding 20% of the issued share capital of the Company.	29,340,596 Shares (100.00%)	0 Shares (0.00%)	29,340,596 Shares
5(B).	To give a general mandate to the Directors of the Company to repurchase shares not exceeding 10% of the issued share capital of the Company.	29,340,596 Shares (100.00%)	0 Shares (0.00%)	29,340,596 Shares
5(C).	To extend the general mandate in 5(A) above by the amount of repurchased shares.	29,340,596 Shares (100.00%)	0 Shares (0.00%)	29,340,596 Shares

Special Resolution		Number of votes cast and approximate percentage of number of votes cast (%)		
		For	Against	Total number of votes cast
6.	To approve the proposed amendments to the existing memorandum and articles of association of the Company and to adopt the amended and restated memorandum and articles of association of the Company.	29,340,596 Shares (100.00%)	0 Shares (0.00%)	29,340,596 Shares

As more than 50% of the votes were cast in favour of each of the ordinary resolutions nos. 1 to 5, these resolutions were duly passed as ordinary resolutions of the Company at the adjourned AGM.

As more than 75% of the votes were cast in favour of the special resolution no. 6, this resolution was duly passed as a special resolution of the Company at the adjourned AGM.

As at the date of the adjourned AGM, the total number of issued Shares was 200,000,000, being the total number of Shares entitling Shareholders to attend and vote on the Resolutions proposed at the adjourned AGM. There were no shares entitling the Shareholder to attend and abstain from voting in favour of the Resolutions at the adjourned AGM as set out in rule 17.47A of the GEM Listing Rules. No Shareholder was required under the GEM Listing Rules to abstain from voting on the Resolutions proposed at the adjourned AGM. None of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on any of the Resolutions at the adjourned AGM. Shareholders may refer to the notice of the AGM and the Circular for details of the above Resolutions.

All Directors, namely Mr. Hung Kenneth, Ms. Lau Po Yee, Mr. Wong Yuk Lun Alan, Mr. Lam Wai Hung and Ms. Au Shui Ming Anna had attended the adjourned AGM in person or by way of video/telephone conference.

Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, acted as the scrutineer for the poll taken at the adjourned AGM.

By Order of the Board
Smart City Development Holdings Limited
Hung Kenneth
Executive Director

Hong Kong, 1 September 2022

As at the date of this announcement, the Board comprises Mr. Hung Kenneth and Ms. Lau Po Yee as executive Directors; Mr. Wong Yuk Lun Alan, Mr. Lam Wai Hung and Ms. Au Shui Ming Anna as independent non-executive directors.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for a minimum period of seven days from the date of its publication and on the Company's website at www.smartcity-d.com.