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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 ANNUAL GENERAL MEETING HELD ON 23 AUGUST 2024

The board of directors (the “**Board**”) of Smart City Development Holdings Limited (“**the Company**”) is pleased to announce that at the annual general meeting of the Company held on 23 August 2024 (the “**AGM**”), all proposed ordinary resolutions (the “**Resolutions**”) as set out in the notice of the AGM dated 5 July 2024 (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 5 July 2024 (the “**Circular**”). Unless otherwise defined, terms used herein shall have the same meaning as in the Circular.

The poll results of the 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 2024.	177,684,767 Shares (100.00%)	0 Shares (0%)	177,684,767 Shares
2(A).	To consider the re-election of Mr. Hung Kenneth as an executive Director of the Company.	177,684,767 Shares (100.00%)	0 Shares (0%)	177,684,767 Shares
2(B).	To consider the re-election of Ms. Au Shui Ming Anna as an independent non-executive Director of the Company.	177,684,767 Shares (100.00%)	0 Shares (0%)	177,684,767 Shares

Ordinary Resolutions		Number of votes cast and approximate percentage of number of votes cast (%)		
		For	Against	Total number of votes cast
3.	To authorise the board of Directors of the Company to fix the remuneration of the Directors of the Company.	177,684,767 Shares (100.00%)	0 Shares (0%)	177,684,767 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.	177,684,767 Shares (100.00%)	0 Shares (0%)	177,684,767 Shares
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.	177,684,767 Shares (100.00%)	0 Shares (0%)	177,684,767 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.	177,684,767 Shares (100.00%)	0 Shares (0%)	177,684,767 Shares
5(C).	To extend the general mandate in 5(A) above by the amount of repurchased shares.	177,684,767 Shares (100.00%)	0 Shares (0%)	177,684,767 Shares

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

As at the date of the AGM, the total number of issued Shares was 240,000,000, being the total number of Shares entitling Shareholders to attend and vote on the Resolutions proposed at the AGM. There were no shares entitling the Shareholder to attend and abstain from voting in favour of the Resolutions at the 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 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 AGM. Shareholders may refer to the AGM Notice 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 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 AGM.

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

Hong Kong, 23 August 2024

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 website of the Stock Exchange at www.hkexnews.hk on the "Latest Listed Company Information" page for a minimum period of seven days from the date of its publication and on the Company's website at www.smartcity-d.com.