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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Smoore International Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Smoore International Holdings Limited

思摩爾國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6969)

**PROPOSED RE-ELECTION OF DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES
AND
PROPOSED AMENDMENTS OF
ARTICLES OF ASSOCIATION AND ADOPTION OF
NEW ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of Smoore International Holdings Limited to be held at Theatre A, The Hong Kong General Chamber of Commerce, 22/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 24 May 2024 at 2:00 p.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 2:00 p.m. on Wednesday, 22 May 2024 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.smooreholdings.com>).

16 April 2024

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at Theatre A, The Hong Kong General Chamber of Commerce, 22/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 24 May 2024 at 2:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 22 to 27 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company that are currently in force
“Board”	the board of Directors
“close associate”	has the meaning ascribed to it under the Listing Rules
“Company”	Smoore International Holdings Limited, a company incorporated in Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“EVE Energy”	EVE Energy Co., Ltd. (惠州億緯鋰能股份有限公司), a company established in the PRC in December 2001, listed on the Shenzhen Stock Exchange (stock code 300014), a Controlling Shareholder of the Group
“Group”	the Company and its subsidiaries from time to time
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Latest Practicable Date”	5 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“New Articles of Association”	the amended and restated articles of association of the Company incorporating and consolidating all the Proposed Amendments proposed to be adopted by the Company at the Annual General Meeting
“Proposed Amendments”	the proposed amendments to the Articles of Association as set out in Appendix III to this circular
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share(s)”	ordinary share(s) of US\$0.01 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Smooore Shenzhen”	Shenzhen Smooore Technology Co., Ltd. (深圳麥克韋爾科技有限公司) (formerly known as 深圳麥克韋爾股份有限公司 and 深圳市麥克韋爾科技有限公司), a company established in the PRC on 21 September 2009, and a wholly-owned subsidiary of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

LETTER FROM THE BOARD



Smooore International Holdings Limited

思摩爾國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6969)

Executive Directors:

Mr. CHEN Zhiping
Mr. XIONG Shaoming
Mr. WANG Guisheng
Ms. WANG Xin

Non-executive Director:

Ms. JIANG Min

Independent Non-executive Directors:

Mr. ZHONG Shan
Mr. YIM Siu Wing, Simon
Dr. WANG Gao

Registered Office:

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Head Office in the PRC:

No. 16, Dongcai Industrial Zone
Gushu Community, Xixiang Street
Bao'an District, Shenzhen
Guangdong, China

Principal Place of Business in Hong Kong:

Office B, 28/F, EGL Tower
No. 83 Hung To Road
Kowloon
Hong Kong

16 April 2024

To the Shareholders

Dear Sirs or Madams,

**PROPOSED RE-ELECTION OF DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES
AND
PROPOSED AMENDMENTS OF
ARTICLES OF ASSOCIATION AND ADOPTION OF
NEW ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the Annual General Meeting to be held on 24 May 2024 for the purpose of considering, among other things, the passing of ordinary resolutions to re-elect certain Directors, grant the Repurchase Mandate and the Issue Mandate, and to extend the Issue Mandate, and a special resolution to approve the Proposed Amendments and the adoption of the New Articles of Association.

2. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 83 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next annual general meeting of the Company and shall then be eligible for re-election. Accordingly, Dr. Wang Gao will offer himself for re-election at the Annual General Meeting.

Besides, in accordance with Article 84 of the Articles of Association, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation, provided that every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. Accordingly, Mr. Wang Guisheng, Mr. Zhong Shan and Mr. Yim Siu Wing, Simon shall retire at the Annual General Meeting and, being eligible, will offer themselves for re-election.

The Nomination Committee of the Company has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contributions of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board the re-election of Mr. Wang Guisheng as an executive Director and Mr. Zhong Shan, Mr. Yim Siu Wing, Simon and Dr. Wang Gao as independent non-executive Directors at the Annual General Meeting. The Nomination Committee considers that their respective educations, backgrounds, experience and qualifications allow each of them to provide valuable and relevant insights and contribute to the diversity of the Board.

The Company has also received written confirmations of independence from Mr. Zhong Shan, Mr. Yim Siu Wing, Simon and Dr. Wang Gao of their independence pursuant to Rule 3.13 of the Listing Rules. The Board is of the view that Mr. Zhong Shan, Mr. Yim Siu Wing, Simon and Dr. Wang Gao are independent and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Details of the Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 25 May 2023, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting (i.e. a total of 613,769,872 Shares based on 6,137,698,720 Shares in issue as at the Latest Practicable Date and on the basis that such number of Shares in issue remains unchanged on the date of passing of the proposed ordinary resolution).

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 25 May 2023, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issue Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting (i.e. a total of 1,227,539,744 Shares based on 6,137,698,720 Shares in issue as at the Latest Practicable Date and on the basis that such number of Shares in issue remains unchanged on the date of passing of the proposed ordinary resolution). In addition, a separate ordinary resolution to extend the Issue Mandate by adding the number of Shares repurchased by the Company pursuant to the Repurchase Mandate will also be proposed at the Annual General Meeting.

Subject to the passing of the relevant ordinary resolutions at the Annual General Meeting, the proposed Repurchase Mandate, Issue Mandate and extension to the Issue Mandate will continue to be in force for the period from the passing of such resolutions until whichever is the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law to be held; or (iii) the date on which such authority is revoked or varied by ordinary resolution of the Shareholders at a general meeting of the Company.

LETTER FROM THE BOARD

5. PROPOSED AMENDMENTS OF ARTICLES OF ASSOCIATION AND ADOPTION OF NEW ARTICLES OF ASSOCIATION

The Stock Exchange has continued with their efforts to introduce a paperless regime for communications between it and listed issuers in Hong Kong, as well as communications between listed issuers and their shareholders. In relation to such regulatory changes, the Stock Exchange has amended the Listing Rules (that took effect in December 2023) and, as a result, the Company is proposing changes to the Articles of Association.

In short, the proposed changes to the Articles of Association:

- (i) allow the Company to disseminate corporate communications electronically to the Shareholders;
- (ii) simplify procedural requirements for electronic dissemination of corporate communications to the Shareholders by publication on the Company's website and the Stock Exchange's website; and
- (iii) implement related amendments for the above purposes.

The full text of the Proposed Amendments to the Articles of Association, which concerns only Article 151, Article 158 and Article 159 of the Articles of Association, marked-up against the existing Articles of Association, is set out in Appendix III to this circular. The Chinese translation of the Proposed Amendments set out in the Chinese version of this circular is for reference only. In case there is any discrepancy or inconsistency between the English and Chinese versions, the English version shall prevail.

The Company has been advised by its legal advisors as to Hong Kong laws and Cayman Islands laws that the Proposed Amendments are not inconsistent with the requirements of the Listing Rules and the laws of the Cayman Islands respectively. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

A special resolution will be proposed at the Annual General Meeting for the Shareholders to consider and, if thought fit, approve the Proposed Amendments and the adoption of the New Articles of Association. The amendments to the Articles of Association and the adoption of the New Articles of Association, if approved, will take effect immediately after the close of the Annual General Meeting.

LETTER FROM THE BOARD

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 22 to 27 of this circular. The Register of Members of the Company will be closed from Tuesday, 21 May 2024 to Friday, 24 May 2024, both days inclusive, for the entitlement to attend and vote at the Annual General Meeting and will be closed on Monday, 3 June 2024 to Wednesday, 5 June 2024, both days inclusive, for the final dividend entitlement during such periods no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Monday, 20 May 2024. In order to be eligible to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the address of the Company's branch share registrar in Hong Kong in the aforementioned manner not later than 4:30 p.m. on Friday, 31 May 2024.

Pursuant to Rule 13.39(4) of the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all resolutions will be put to vote by way of poll at the Annual General Meeting. An announcement on the poll results will be published by the Company on the websites of the Company and the Stock Exchange after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.smooreholdings.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 2:00 p.m. on Wednesday, 22 May 2024 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular 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 circular misleading.

LETTER FROM THE BOARD

8. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, the granting of the Repurchase Mandate, the Issue Mandate and the extension of the Issue Mandate, and the Proposed Amendments and the adoption of the New Articles of Association are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

By order of the Board
Smoores International Holdings Limited
Mr. CHEN Zhiping
Chairman of the Board

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

- (1) **Mr. WANG Guisheng (王貴升)**, aged 54, is an executive Director, the chief financial officer and joint company secretary of the Group. Mr. WANG Guisheng joined the Group in April 2018. Mr. WANG Guisheng is primarily responsible for financial planning and management and company secretarial matters of the Group. Mr. WANG Guisheng has over 20 years of experience in financial management, accounting, taxation and business management, and in particular, Mr. Mr. WANG Guisheng has over 15 years of experience working as director and senior management for publicly listed companies on the Stock Exchange and other stock exchanges in the PRC.

In November 2010, Mr. WANG Guisheng joined Man Wah Holdings Limited (敏華控股有限公司), a company listed on the Stock Exchange (stock code: 01999), where he was appointed as chief financial officer in January 2011 and also appointed as an executive director in May 2011 until he resigned in March 2018. Currently, Mr. WANG Guisheng is an independent non-executive Director of Xinyi Electric Storage Holdings Limited (信義儲電控股有限公司), formerly known as Xinyi Automobile Glass Hong Kong Enterprises Limited, a company listed on the GEM of the Stock Exchange (stock code: 08328). In addition, Mr. WANG Guisheng was an independent Director of Sunshine Global Circuits Co., Ltd. (深圳明陽電路科技股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300739), until 8 February 2022.

Mr. WANG Guisheng obtained a bachelor's degree in economics majoring in insurance from China Institute of Finance (中國金融學院) which was merged with and is currently known as University of International Business and Economics (對外經濟貿易大學), Beijing, in July 1993 and an executive master's degree in business administration from China Europe International Business School (中歐國際工商學院), in August 2014. Mr. WANG Guisheng qualified as Certified Public Accountant with the Chinese Institute of Certified Public Accountants ("CICPA") in December 2009 and the Hong Kong Institute of Certified Public Accountants ("HKICPA") in July 2013 and has been a member of the Association of Chartered Certified Accountants ("ACCA") since April 2003.

So far as the Directors were aware, as at the Latest Practicable Date, Mr. WANG Guisheng was interested in 13,592,000 Shares within the meaning of Part XV of the SFO, representing approximately 0.22% of the total number of Shares in issue.

Save as disclosed above, Mr. WANG Guisheng (i) has no other relationships with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) does not hold any positions with the Company or any of its subsidiaries; (iii) did not hold any directorships in other listed companies in the last three years; and (iv) does not have any interests in any shares of the Company within the meaning of Part XV of the SFO.

Mr. WANG Guisheng entered into a service contract with the Company for a further fixed term of three years commencing from 29 June 2023, renewable on the expiry of such term, until termination in accordance with the terms of the service contract. He is subject to retirement and re-election at least once every three years in accordance with the Articles of Association. Mr. WANG Guisheng is entitled to remuneration of RMB2,563,200 per annum determined with reference to his duties and responsibilities within the Company.

Save as disclosed above, there is no other information relating to Mr. WANG Guisheng that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

- (2) **Mr. ZHONG Shan (鍾山)**, aged 52 joined the Group in June 2020 as an independent non-executive Director. He is primarily responsible for providing independent advice and judgment to the Board. Mr. ZHONG has extensive experience in financial business management. He has been the chief financial officer at Innoscience (Suzhou) Technology Co. Ltd (英諾賽科(蘇州) 科技有限公司) since September 2017. From April 2007 to September 2017, Mr. ZHONG was the non-executive director and a member of the strategy committee of the board of Livzon Pharmaceutical Group Inc. (麗珠醫藥集團股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 000513) and the Stock Exchange (stock code: 01513). From August 2006 to September 2017, Mr. ZHONG served as the vice general manager at Joincare Pharmaceutical Group Industry Company Limited (健康元藥業集團股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600380). Mr. ZHONG was designated as the member of ACCA Southern China Steering Team in May 2017.

Mr. ZHONG graduated from the applied chemistry of the faculty of applied chemistry of Huaqiao University (華僑大學), Fujian, and obtained a diploma in July 1993. Mr. ZHONG was admitted as a member of the ACCA in August 1999.

So far as the Directors were aware, as at the Latest Practicable Date, Mr. ZHONG did not have any interests in securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. ZHONG (i) has no other relationships with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) does not hold any positions with the Company or any of its subsidiaries; (iii) did not hold any directorships in other listed companies in the last three years; and (iv) does not have any interests in any shares of the Company within the meaning of Part XV of the SFO.

Mr. ZHONG entered into a letter of appointment with the Company for a further fixed term of three years commencing from 10 July 2023 until termination in accordance with the terms of the letter of appointment. He is subject to retirement and re-election at least once every three years in accordance with the Articles of Association. Mr. ZHONG is entitled to director's fee of RMB300,000 per annum determined with reference to his duties and responsibilities within the Company.

Save as disclosed above, there is no other information relating to Mr. ZHONG that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

- (3) **Mr. YIM Siu Wing, Simon** (閻小穎), aged 49, joined the Group in June 2020 as an independent non-executive Director who is primarily responsible for providing independent advice and judgment to the Board. Mr. YIM has approximately 19 years of experience in the financial industry. He has been serving as the chairman of the board of Winsome Group Holdings Limited (匯盛集團控股有限公司) since he founded it in May 2016. He worked at Nomura International (Hong Kong) Limited from August 2005 to May 2016 where his last position held was executive Director. Before Mr. YIM Siu Wing, Simon started his career in financial industry in 2005, he worked in legal field at Baker & Mckenzie and Clifford Chance from September 1999 to January 2003 and February 2003 to July 2005, respectively. Mr. YIM has also been a member of the Chengdu Municipal Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議成都市委員會) since February 2009 and become a standing committee member since February 2013.

Mr. YIM received his bachelor's degree in law from City University of Hong Kong in November 1998 and Postgraduate Certificate in Laws (PCLL) from the University of Hong Kong in June 1999. In addition, Mr. YIM received a master's degree in law majoring in Chinese and Comparative Law from City University of Hong Kong in November 2001. Mr. YIM Siu Wing, Simon was admitted as a Solicitor of the High Court of Hong Kong and the Supreme Court of England and Wales in November 2001 and February 2002, respectively.

So far as the Directors were aware, as at the Latest Practicable Date, Mr. YIM did not have any interests in securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. YIM (i) has no other relationships with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) does not hold any positions with the Company or any of its subsidiaries; (iii) did not hold any directorships in other listed companies in the last three years; and (iv) does not have any interests in any shares of the Company within the meaning of Part XV of the SFO.

Mr. YIM entered into a letter of appointment with the Company for a further fixed term of three years commencing from 10 July 2023 until termination in accordance with the terms of the letter of appointment. He is subject to retirement and re-election at least once every three years in accordance with the Articles of Association. Mr. YIM is entitled to director's fee of RMB300,000 per annum determined with reference to his duties and responsibilities within the Company.

Save as disclosed above, there is no other information relating to Mr. YIM that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

- (4) **Dr. WANG Gao (王高)**, aged 59, joined the Group in June 2023 as an independent non-executive Director who is primarily responsible for providing independent advice and judgment to the Board. Dr. WANG served as the senior consultant of The Information Resources Limited of the United States; was the senior manager of Strategy and Analysis Department of Minute Maid Branch under the Coca-Cola Company in the United States; was the associate professor and the deputy of the Marketing Department under School of Economics and Management of Tsinghua University; and has been serving as the professor of marketing and the associate dean in China Europe International Business School (中歐國際工商學院) since January 2009.

Dr. WANG acquired his Bachelor degree in Demography from Renmin University of China (中國人民大學) in May 1988, obtained his Master's degree of Social Science from Yale University in May 1994, and Doctorate's degree of Sociology from Yale University in May 1998.

Dr. WANG has been an independent non-executive director of Gome Retail Holdings Limited (listed on the Stock Exchange of Hong Kong, stock code: 00493) since June 2015; has been an independent director of Shanghai Phoenix Enterprise (Group) Co., Ltd. (listed on the Shanghai Stock Exchange, stock code: 600679) since February 2022; and has been an independent director of Kuaijishan Shaoxing Rice Wine Co., Ltd. (listed on the Shanghai Stock Exchange, stock code: 601579) since February 2023.

Dr. WANG was an independent director of Anhui Gujing Distillery Company Limited (listed on the Shenzhen Stock Exchange, stock code: 000596) from June 2014 to June 2020; was an independent director of Sineng Electric Co., Ltd. (listed on the Shenzhen Stock Exchange, stock code: 300827) from November 2015 to October 2021; was an independent non-executive director of Yunji Inc. (listed on the NASDAQ, stock code: YJ) from May 2019 to May 2023; and was an independent director of Canature Health Technology Group Co., Ltd. (listed on the Shenzhen Stock Exchange, stock code: 300272) from February 2018 to February 2024.

So far as the Directors were aware, as at the Latest Practicable Date, Dr. WANG did not have any interests in securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Dr. WANG (i) has no other relationships with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) does not hold any positions with the Company or any of its subsidiaries; (iii) did not hold any directorships in other listed companies in the last three years; and (iv) does not have any interests in any shares of the Company within the meaning of Part XV of the SFO.

Dr. WANG entered into a letter of appointment with the Company for a fixed term of three years commencing from 9 June 2023 until termination in accordance with the terms of the letter of appointment. He is subject to retirement and re-election at least once every three

years in accordance with the Articles of Association. Dr. WANG is entitled to director's fee of RMB300,000 per annum determined with reference to his duties and responsibilities within the Company.

Save as disclosed above, there is no other information relating to Dr. WANG that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 6,137,698,720 Shares.

Subject to the passing of the ordinary resolution set out in item 6 of the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of passing of the proposed ordinary resolution and no further Shares are issued or repurchased before the Annual General Meeting, i.e. being 6,137,698,720 Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total of 613,769,872 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders.

Shares repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF SHARE REPURCHASE

The Company may only apply funds legally available for share repurchase in accordance with its Memorandum and Articles of Association, the laws of Cayman Islands and/or any other applicable laws, as the case may be. The law of the Cayman Islands provides that the amount to be repaid in connection with a share repurchase may be paid from the profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the repurchase or out of capital, if the Company can, immediately following such payment, pay its debts as they fall due in the ordinary course of business. The Company may not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. IMPACT OF SHARE REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2023) in the event that the Repurchase

Mandate is carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which, in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months were as follows:

Month	Share prices (per Share)	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2023		
April	10.26	8.94
May	9.31	7.62
June	9.08	7.65
July	9.03	7.36
August	8.88	7.15
September	8.10	6.89
October	7.23	5.66
November	7.23	5.95
December	6.79	6.07
2024		
January	6.55	4.67
February	5.64	4.61
March	7.30	5.34
April (<i>up to the Latest Practicable Date</i>)	7.00	6.66

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Cayman Islands. The Directors have confirmed that neither the explanatory statement set out in Appendix II to this circular nor the proposed share repurchase has any unusual features.

7. EFFECT OF TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge and belief of the Directors, the following substantial shareholders of the Company (as defined in the Listing Rules) as at the Latest Practicable Date and/or upon full exercise of the Share Repurchase Mandate are set out below:

Name of Shareholder	Number of Shares and/ or underlying Shares held	Approximate Percentage of Shareholding	Approximate Percentage of Shareholding if the Repurchase Mandate is exercised in full
CHEN Zhiping (<i>Notes 2 & 3</i>)	2,354,934,100	38.37%	42.63%
ZHAO Zihan (<i>Note 4</i>)	2,354,934,100	38.37%	42.63%
SMR & Alon Limited	1,997,635,600	32.55%	36.16%
XIONG Shaoming (<i>Notes 3 & 5</i>)	2,354,934,100	38.37%	42.63%
HAN Xiao (<i>Note 6</i>)	2,354,934,100	38.37%	42.63%
LIU Jincheng (<i>Note 7</i>)	1,950,240,000	31.77%	35.31%
LUO Jinhong (<i>Note 8</i>)	1,950,240,000	31.77%	35.31%
EVE BATTERY INVESTMENT LTD. (<i>Note 9</i>)	1,901,520,000	30.98%	34.42%
EVE Energy Co., Ltd. (<i>Note 9</i>)	1,901,520,000	30.98%	34.42%
EVE Asia Co., Limited (<i>Note 9</i>)	1,901,520,000	30.98%	34.42%

Notes:

- (1) The percentage is calculated based on the total number of Shares in issue as at the Latest Practicable Date, which was 6,137,698,720 Shares.

- (2) Mr. CHEN Zhiping holds all the issued shares of SMR & Alon Limited and CZPGJ Holding Limited, which in turn directly holds 1,997,635,600 Shares and 64,000,000 Shares respectively. Accordingly, Mr. CHEN is deemed to be interested in a total of 2,061,635,600 Shares held by SMR & Alon Limited and CZPGJ Holding Limited in total. Mr. CHEN also holds 12,073,000 share options granted pursuant to the pre-IPO share option scheme adopted by the Company on 30 September 2019.
- (3) Mr. CHEN Zhiping is deemed to be interested in 280,201,400 Shares that Mr. XIONG Shaoming is interested in, and Mr. XIONG Shaoming is deemed to be interested in 1,997,635,600 Shares that Mr. CHEN Zhiping is interested in under the Concert Party Agreement entered into between Mr. CHEN Zhiping and Mr. XIONG Shaoming on 11 December 2019 (the “Concert Party Agreement”) pursuant to section 317 of the SFO. Besides, Mr. CHEN Zhiping is deemed to be interested in 1,024,100 Shares that Mr. XIONG Shaoming is interested in, and Mr. XIONG Shaoming is deemed to be interested in 76,073,000 Shares that Mr. CHEN Zhiping is interested in apart from the Concert Party Agreement pursuant to section 318 of the SFO.
- (4) Ms. ZHAO Zihan is the spouse of Mr. CHEN Zhiping. Under the SFO, Ms. ZHAO Zihan is deemed to be interested in the same number of Shares in which Mr. CHEN is interested.
- (5) Mr. XIONG Shaoming holds all the issued shares of Andy Xiong Holding Limited, which in turn directly holds 280,201,400 Shares. Accordingly, Mr. XIONG is deemed to be interested in the 280,201,400 Shares held by Andy Xiong Holding Limited. Mr. XIONG Shaoming also beneficially holds a total interests of 1,024,100 shares. Such Shares represent 925,300 shares of the Company to be issued upon the exercise of the post-IPO share options of the Company granted to Mr. XIONG Shaoming, and 98,800 awarded shares granted to Mr. XIONG Shaoming under the share award scheme of the Company.
- (6) Ms. HAN Xiao is the spouse of Mr. XIONG Shaoming. Under the SFO, Ms. HAN Xiao is deemed to be interested in the same number of Shares in which Mr. XIONG is interested.
- (7) Dr. LIU Jincheng holds all the issued shares of Golden Energy Global Investment Ltd., which in turn directly holds 48,720,000 Shares. In addition, Dr. LIU, through EVE Energy Co., Ltd. and EVE Asia Co., Limited, ultimately controls EVE BATTERY INVESTMENT LTD., which in turn directly holds 1,901,520,000 Shares. Accordingly, Dr. LIU is deemed to be interested in an aggregate of 1,950,240,000 Shares held by Golden Energy Global Investment Ltd. and EVE BATTERY INVESTMENT LTD.
- (8) Ms. LUO Jinhong is the spouse of Dr. LIU Jincheng. Under the SFO, Ms. LUO Jinhong is deemed to be interested in the same number of Shares in which Dr. LIU is interested.
- (9) EVE BATTERY INVESTMENT LTD. is an investment holding company wholly owned by EVE Asia Co., Limited which is a wholly-owned subsidiary of EVE Energy Co., Ltd. EVE Energy Co., Ltd. is ultimately controlled by Dr. LIU Jincheng and Ms. LUO Jinhong (spouse of Dr. LIU).

The Directors consider that such increase in shareholding as aforementioned may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any Shares (whether on the Stock Exchange or otherwise).

The Board proposes to amend the Articles of Association as follows:

Article 151

The requirement to send to a person referred to in Article 149 the documents referred to in that article or a summary financial report in accordance with Article 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Article 149 and, if applicable, a summary financial report complying with Article 150, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), ~~and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.~~

Article 158

- (1) Any Notice or document (including any "corporate communication" within the meaning ascribed thereto under the Listing Rules), whether or not to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and any such Notice and document may be given or issued by the following means:
 - (a) by serving it personally on the relevant person;
 - (b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;
 - (c) by delivering or leaving it at such address as aforesaid under sub-section (b);
 - (d) by placing an advertisement in appropriate newspapers or other publications and where applicable, in accordance with the requirements of the Designated Stock Exchange;
 - (e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(5), subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (including implied or deemed consent) from such person;
 - (f) ~~by publishing it on the Company's website to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person stating that the notice, document or publication is available on the Company's computer network website (a "notice of~~

availability”); or by publishing it on the Company’s website or the website of the Designated Stock Exchange to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (including implied or deemed consent) from such person; or

(g) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.

~~(2) The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website.~~

~~(3)~~(2) In the case of joint holders of a share all Notices shall be given to that one of the joint holders whose name stands first in the Register and Notice so given shall be deemed a sufficient service on or delivery to all the joint holders

~~(4)~~(3) Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every Notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.

~~(5)~~(4) Every Member or a person who is entitled to receive Notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which notices can be served upon him.

~~(6)~~(5) Subject to any applicable laws, rules and regulations and the terms of these Articles, any Notice, document or publication, including but not limited to the documents referred to in Articles 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any Member, in the Chinese language only to such Member.

Article 159

Any Notice or other document:

(a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the Notice or document was properly addressed and put into the post and a certificate in writing signed by

the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the Notice or other document was so addressed and put into the post shall be conclusive evidence thereof;

- (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. ~~A Notice placed on the Company's website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;~~
- (c) ~~if published on the Company's website, shall be deemed to have been served on the day on which the Notice, document or publication first so appears on the Company's website to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under these Articles, whichever is later; and~~ if placed or published on either the Company's website or the website of the Designated Stock Exchange, shall be deemed to have been given or served on the day on which the notice, document or publication first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;
- (d) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof.

NOTICE OF ANNUAL GENERAL MEETING



Smooore International Holdings Limited

思摩爾國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6969)

Notice is hereby given that the Annual General Meeting (“AGM”) of Smooore International Holdings Limited (the “Company”) will be held at Theatre A, The Hong Kong General Chamber of Commerce, 22/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 24 May 2024 at 2:00 p.m. to consider and, if thought fit, pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2023.
2. To declare a final dividend of HK5 cents per share for the year ended 31 December 2023.
3.
 - (i) To re-elect Mr. Wang Guisheng as an executive director.
 - (ii) To re-elect Mr. Zhong Shan as an independent non-executive director.
 - (iii) To re-elect Mr. Yim Siu Wing, Simon as an independent non-executive director.
 - (iv) To re-elect Dr. Wang Gao as an independent non-executive director.
4. To authorize the board of directors to fix the directors’ remuneration.
5. To re-appoint auditors and to authorize the board of directors to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

6. **“THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

7. **“THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;

NOTICE OF ANNUAL GENERAL MEETING

(b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

- (i) a Rights Issue (as defined below);
- (ii) the exercise of options under a share option scheme of the Company; and
- (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

NOTICE OF ANNUAL GENERAL MEETING

8. “**THAT** conditional upon the passing of the resolutions set out in items 6 and 7 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 7 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 6 of the Notice, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

SPECIAL RESOLUTION

9. “**THAT** the existing articles of association of the Company (the “**Articles**”) be and are hereby amended as follows:
- (a) Article 151 be amended by deleting the words “, and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents”.
 - (b) Article 158(1)(e) be amended by inserting the words “including implied” before the words “or deemed consent” in the parenthesis.
 - (c) Article 158(1)(f) be amended by deleting it in its entirety and replacing it with the following:
 - “(f) by publishing it on the Company’s website or the website of the Designated Stock Exchange to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (including implied or deemed consent) from such person; or”
 - (d) Article 158(2) be deleted in its entirety and Article 158(3) to Article 158(6) be re-numbered accordingly as Article 158(2) to Article 158(5).
 - (e) Article 159(b) be amended by deleting the words “. A Notice placed on the Company’s website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member”.

NOTICE OF ANNUAL GENERAL MEETING

(f) Article 159(c) be deleted in its entirety and replaced with the following:

“(c) if placed or published on either the Company’s website or the website of the Designated Stock Exchange, shall be deemed to have been given or served on the day on which the notice, document or publication first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;”.

and the amended and restated articles of association of the Company in the form produced to the meeting, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the annual general meeting for the purpose of identification, which consolidates all the proposed amendments above, be approved and adopted in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect after the close of the meeting and that any one of the directors of the Company be and is hereby authorised to do all things necessary to implement the adoption of the amended and restated articles of association of the Company.”

By order of the Board
Smoore International Holdings Limited
Mr. CHEN Zhiping
Chairman of the Board

Hong Kong, 16 April 2024

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy/more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 2:00 p.m. on Wednesday, 22 May 2024 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

NOTICE OF ANNUAL GENERAL MEETING

4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Tuesday, 21 May 2024 to Friday, 24 May 2024, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 20 May 2024.
5. For determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the Annual General Meeting), the Register of Members of the Company will be closed from Monday, 3 June 2024 to Wednesday, 5 June 2024, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 31 May 2024.
6. A circular containing further details concerning items 3, 6, 7, 8 and 9 set out in the above notice together with the 2023 Annual Report will be published on the websites of the Stock Exchange and the Company.
7. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this announcement, the Executive Directors are Mr. Chen Zhiping, Mr. Xiong Shaoming, Mr. Wang Guisheng and Ms. Wang Xin; the Non-executive Director is Ms. Jiang Min; and the Independent Non-executive Directors are Mr. Zhong Shan, Mr. Yim Siu Wing, Simon and Dr. Wang Gao.