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## **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: 06969)**

### **PROPOSED AMENDMENTS TO THE ARTICLES**

This announcement is made by the Company pursuant to Rule 13.51(1) of the Listing Rules in relation to the proposed amendments to the Articles. The Board proposes to amend the existing Articles of the Company in order to:

- (i) update and bring the Articles in compliance with the latest legal and regulatory requirements, in particular the Core Shareholder Protection Standards as set out in Appendix 3 of the Listing Rules which took effect on 1 January 2022;
- (ii) keep up with technological developments such as allowing meetings be held via physical meetings, hybrid meetings and/or electronic meetings; and
- (iii) incorporate certain housekeeping amendments

(collectively, the “**Proposed Amendments**”).

In view of these Proposed Amendments, the Board proposes to adopt the New Articles incorporating the Proposed Amendments in substitution of and to the exclusion of the existing Articles.

### **SUMMARY OF THE PROPOSED AMENDMENTS**

The Proposed Amendments include:

#### **Amendments to bring the Articles in line with the Listing Rules:**

- (a) to provide that any Director appointed by the Directors to fill a casual vacancy shall retire at the next annual general meeting and then be eligible for re-election;
- (b) to provide that Members in general meeting may by ordinary resolution remove a Director, including a managing or other executive Director, at any time before the expiration of his term of office;

- (c) to provide that an annual general meeting must be held in each financial year within six (6) months after the end of its financial year;
- (d) to provide that Members shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting, except where a Member is required under the Listing Rules to abstain from voting to approve the matter under consideration;
- (e) to provide that the appointment (other than appointment to fill casual vacancy) and removal of auditors must be approved by ordinary resolution of the Members, and the remuneration of the auditors (except auditor appointed to fill casual vacancy) shall be fixed by ordinary resolution of the Members, or in a manner specified in such a resolution;
- (f) to provide that the HKSCC be entitled to appoint proxies or corporate representatives to attend the Company's general meetings and that such proxies or corporate representatives appointed by the HKSCC must enjoy rights equivalent to the rights of other Members, including the right to speak and vote;
- (g) to provide that the Company's branch register of Members in Hong Kong shall be open for inspection by Members but the Company may be permitted to close the register on terms equivalent to section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong); and
- (h) to update the circumstances under which a Director may vote (and be counted in the quorum) on any resolution of the Board notwithstanding that the Director or any of the Director's close associates is materially interested in such resolution.

**Amendments to keep up with technological developments:**

- (i) to allow meetings of the Members to be held via physical meetings, electronic meetings, or hybrid meetings;
- (j) to provide for the use and recognition of electronic communications;
- (k) to provide that the Company may allow any document or information relating to proxies be provided via an electronic address; and
- (l) to update the means and manner whereby any notice or document is to be given or issued or delivered such as providing an option for Members to register with the Company an electronic address to which notices can be served upon him.

**Housekeeping and other amendments:**

- (m) to provide that meetings of the Members may be adjourned and/or postponed without approval of the Members in specified circumstances.

The proposed adoption of the New Articles shall be subject to the passing of a special resolution by the Members at the upcoming AGM and the New Articles shall take effect upon approval by the Members at the AGM. A circular containing details of the Proposed Amendments and the notice of the AGM (among other things) shall be despatched to the Members in due course.

## DEFINITIONS

WORD	MEANING
“AGM”	the upcoming annual general meeting of the Company to be held on 25 May 2023
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“close associate”	in relation to any Director, shall have the same meaning as defined in the Listing Rules as modified from time to time
“Company”	Smoore International Holdings Limited
“Director(s)”	the director(s) of the Company
“HKSCC”	the Hong Kong Securities Clearing Company Limited
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Member”	a duly registered holder from time to time of the shares in the capital of the Company
“New Articles”	the amended and restated Articles proposed to be adopted

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

Hong Kong, 20 March 2023

*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. Liu Jie.*