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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: 6969)

GRANT OF AWARDED SHARES PURSUANT TO SHARE AWARD SCHEME

This announcement is made pursuant to Rule 17.06A, 17.06B and 17.06C of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Reference is made to the announcement of Smooore International Holdings Limited (the “**Company**”) dated 2 September 2021 (the “**Announcement**”) relating to the adoption of the share award scheme by the Company (the “**Share Award Scheme**”). Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings ascribed to them in the Announcement.

GRANT OF AWARDED SHARES

The Board announces that on 23 August 2023, the Company granted a total of 25,099,400 Awarded Shares (the “**Grant**”) to certain Selected Participants (the “**Grantees**”), in accordance with the terms of the Share Award Scheme, subject to the acceptance of the Grantees. Among the aforesaid Awarded Shares granted, 98,800 Awarded Shares were granted to Mr. Xiong Shaoming (executive Director and substantial shareholder of the Company); 182,400 Awarded Shares were granted to Mr. Wang Guisheng (executive Director of the Company); 116,900 Awarded Shares were granted to Ms. Wang Xin (executive Director of the Company); and the remaining 24,701,300 Awarded Shares were granted to 1,261 employees. Each of the Awarded Shares granted to the Grantees represents the right to receive a Share on the date it vests.

Details of the Grant:

Date of Grant	23 August 2023
Number of the Awarded Shares granted	25,099,400
Purchase price of the Awarded Shares granted	Nil

Closing price of the Shares on the date of grant	HK\$7.20 per Share
Vesting period	The Awarded Shares granted shall be vested over one to four years from the date of grant, between 23 August 2024 and 23 August 2027.
Performance targets	The number of Awarded Shares granted to the grantees is based on the positions, job tenures and performance evaluation results of the grantees. The Group has in place a performance evaluation mechanism for its employees to comprehensively evaluate their performance and contribution to the Group. Based on their performance evaluation results, the grantees receive different levels of ratings which may affect the vesting period and the number of Awarded Shares to be vested of each individual grantee.
Clawback mechanism	The Awarded Shares granted are subject to the clawback mechanism as set out in the terms of the Share Award Scheme, in particular, the lapse of the Awarded Shares upon cessation of employment of the Grantee.

Among the above 25,099,400 Awarded Shares, a total of 398,100 Awarded Shares were granted to the following persons who are an executive Director and/or a substantial shareholder of the Company:

Name of Directors	Position/Relationship with the Company	Number of Awarded Shares granted
Mr. Xiong Shaoming	Executive Director and substantial shareholder	98,800
Mr. Wang Guisheng	Executive Director	182,400
Ms. Wang Xin	Executive Director	116,900

The grant of the Awarded Shares to Mr. Xiong Shaoming, Mr. Wang Guisheng and Ms. Wang Xin has been approved by the independent non-executive Directors of the Company in accordance with Rule 17.04(1) of the Listing Rules.

The Grant will be made out of the unvested Awarded Shares which will be acquired by the Trustee pursuant to the Share Award Scheme and managed by the Trustee as part of the trust fund pursuant to the Share Award Scheme. The Trustee will continue to hold the aforesaid Awarded Shares on trust for the Grantees and will transfer the respective proportions to each of them upon vesting and settlement of their respective Awarded Shares.

REASONS FOR AND BENEFITS OF THE GRANT

The grant of Awarded Shares is to incentivize the Grantees for their contribution to the Group, to attract, motivate and retain skilled and experienced personnel to strive for the future development of the Group by providing them with the opportunity to own equity interests in the Company.

LISTING RULES IMPLICATIONS

Save as disclosed above, to the best knowledge of the Director, as at the date of this announcement, (i) none of the Grantees is a Director, chief executive or substantial shareholder of the Company or an associate (as defined under the Listing Rules) of any of them; (ii) none of the Grantees is a participant with Share Options and Awarded Shares granted and to be granted exceeding the 1% individual limit under Rule 17.03D(1) of the Listing Rules; (iii) none of the Grantees is a related entity participant or a service provider (as defined under the Listing Rules); and (iv) no financial assistance has been provided by the Group to the Grantees for the purchase of Shares under the Share Award Scheme.

NUMBER OF SHARES AVAILABLE FOR FUTURE GRANT

Upon the above grant of Awarded Shares, subject to the transitional arrangements mentioned below, 264,791,636 Shares will be available for future grants under the Share Award Scheme.

The Share Award Scheme was adopted before the effective date (1 January 2023) of the new Chapter 17 of the Listing Rules. The Company will comply with the requirements of new Chapter 17 in accordance with the transitional arrangements for the existing Share Award Scheme.

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

Hong Kong, 23 August 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. Wang Gao.