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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: 06969)

DISCLOSEABLE TRANSACTION
SUBSCRIPTION OF NOTES

THE SUBSCRIPTION

Reference is made to the Company's announcement dated 12 May 2026 in relation to the Previous Subscriptions. On 22 June 2026, the Group subscribed for the Notes issued by Ensemble Investment Corporation SA (the Issuer) in an aggregate principal amount of US$110,000,000 (equivalent to approximately HK$858,000,000), where the payment obligations of the Issuer (including any notional amounts or interest due under the Notes) are guaranteed by Citigroup Global Markets Limited by means of a Deed of Guarantee as detailed below. The Subscription is funded by the existing available cash reserves and free cash flow of the Group.

LISTING RULES IMPLICATIONS

As the Previous Subscriptions and the Subscription involved the same party or parties connected or otherwise associated with one another, whether as issuer or guarantor and were all remain outstanding as at the date of this announcement, they were required to be aggregated as a series of transactions pursuant to Rule 14.22 of the Listing Rules. As one of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Subscriptions exceed 5% but is less than 25%, the Subscriptions constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements but exempt from the Shareholders' approval requirement under the Listing Rules.

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The principal terms of the Subscription on 22 June 2026 are set out as follows:

Name of the product	Ensemble USD Callable Fixed-to-Floating Secured Notes
Issuer	Ensemble Investment Corporation SA
Issuer Credit Enhancer (Guarantor)	Citigroup Global Markets Limited
Notional Amount	US$110,000,000
Principal amount subscribed	US$110,000,000 (equivalent to approximately HK$858,000,000). The Board believes that the consideration of such Subscription was determined on the basis of arm's length commercial terms.
Denomination	US$1,000,000 per Note
Issue price	US$1,000,000 per Note
Date of Subscription of the Notes (Trade date)	22 June 2026
Issue date	24 June 2026
Maturity date	17 September 2027

Redemption amount at maturity date	Unless previously redeemed or purchased and cancelled, each Note will be redeemed at its notional amount plus accrued interest, equivalent to (i) 4.31% per annum from 24 June 2026 to 17 September 2026, and (ii) USD SOFR compounded daily plus 0.485% per annum from 17 September 2026 to the Maturity Date, to be paid in full at maturity.
Optional early redemption date and amount	The Issuer has the option to redeem the Notes on 17 September 2026 by providing notice not later than 10 September 2026. The Company also has the option to demand the redemption of the Notes by the Issuer on 17 September 2026 by providing notice not later than 10 September 2026. Following an exercise of such option and assuming all Notes are redeemed, the Company will receive a redemption amount of US$111,093,063.
Securities, charged assets and agreements and notes guarantee	The Notes will be secured on: (a) a swap transaction between the Issuer and Citigroup Global Markets Limited (the "**Swap Agreement**"); and (b) a securities lending transaction between the Issuer and Citigroup Global Markets Limited (the "**Stock Loan**"). (collectively, the "**Charged Agreements**") Pursuant to the Stock Loan, Citigroup Global Markets Limited will deliver to the Issuer a portfolio of eligible securities (all types of equity securities, including but not limited to listed equities, ETFs, equity warrants, American depositary receipts, international depositary receipts, global depositary receipts, convertible bonds and shares or units in collective investment schemes which may be denominated in any currency) in exchange for receiving certain cash collateral (the "**Cash Collateral**").

During the term of the Stock Loan, loaned securities may be substituted for other securities and on a daily basis during the term of the Stock Loan, additional loaned securities may be delivered or loaned securities may be returned in order to ensure that the value of the cash collateral is equal to the required collateral value (i.e. 1% of the Cash Collateral, which is equal to the Notional Amount of the Notes).

The payment obligation of the Issuer (including any notional amounts or interest due under the Notes) are guaranteed by the Citigroup Global Markets Limited by means of a Deed of Guarantee in favor of the Trustee (The Law Debenture Trust Corporation plc) on behalf of the noteholders (i.e. Company). The obligations of Citigroup Global Markets Limited under the Deed of Guarantee will be direct, unconditional and unsecured obligations of Citigroup Global Markets Limited and will rank *pari passu* and equally with all other unsecured obligations of Citigroup Global Markets Limited.

For the purpose of this announcement, "**Charged Assets**" shall mean the eligible securities and other cash held by the Issuer pursuant to the terms of the Charged Agreements.

Other early redemption:

The Notes may be redeemed early in other specified circumstances, including but not limited to:

(a) following the termination in whole of the Charged Agreement(s); or

(b) if the performance of the Issuer's obligations under the Notes or Citigroup Global Markets Limited's obligations under the Charged Agreement(s) is prevented by reason of force majeure or act of state or such obligations have become illegal or impossible; or

(c) if any material application of rules, regulations, guidance, interpretations or directives under the Dodd-Frank Act or any change in existing or future such rules, regulations interpretations or directives, which becomes effective after the Issue Date, renders the obligations of any affiliate of Citibank, N.A. in respect of the Notes illegal, unenforceable or otherwise prohibited; or

(d) at the option of the Company, if the Issuer (A) would be required by law to withhold or account for tax in relation to payments on the Notes, (B) would suffer tax in respect of gains or its income in respect of the Charged Assets or payments made to it under a Charged Agreement, or (C) would receive net of tax any payment in respect of the Charged Assets or a Charged Agreement, with the result that in each case it would be unable to make payment of the full amount due in respect of the Note; or

(e) If the Issuer determines or reasonably believes that it is likely that a tax, duty or charge of whatsoever nature will become effectively due and payable as a consequence of the Luxembourg law implementing specified European Council Directive laying down rules against tax avoidance practices.

In such event of early redemption, the early redemption amount will be an amount per Note equal to its pro rata share of the termination value of the Charged Agreements from the perspective of the Issuer, taking into account any taxes, duties costs and expenses which may be incurred by or on behalf of the Issuer, redemption agent or trustee.

Ranking status	Senior secured

INFORMATION OF THE PARTIES

The Company and the Group

The Company is an investment holding company, and the Group is a global leader in offering atomization technology solutions, mainly operated two business segments: (1) Corporate Client Oriented Business focuses on the research, design, and manufacturing of vaping products, heat-not-burn products, special purpose atomization products and inhalation therapy products for leading global tobacco companies, independent vaping brands, and other corporate clients, and the provision of technological services relating to these products; (2) Self-Branded Business focuses on the research, design, manufacturing, and sales of self-branded electronic vaping products and beauty atomization products.

The Issuer and Citigroup Global Markets Limited

To the best information, knowledge and belief of the Company, Ensemble Investment Corporation SA is a company incorporated in Luxembourg and is principally engaged in performing and serving as a vehicle for any securitization transactions permitted under the Luxembourg Securitisation Act 2004, and its shares are held by Alter Domus (Jersey) Limited as a share trustee on trust for charitable and heritage bodies, a special purpose vehicle independent from any transaction party, and is used by Citigroup Inc. and its affiliates in connection with their securitisation activities.

To the best information, knowledge and belief of the Company, Citigroup Global Markets Limited is a company incorporated in England and is principally engaged in investment banking, securities and global capital markets business, including dealing, market making, underwriting and advisory services and a wholly owned subsidiary of the Citigroup Inc..

To the best information, knowledge and belief of the Company, Citigroup Inc. (commonly known as Citi) is a global diversified financial services firm incorporated in the State of Delaware, the United States of America, listed on the New York Stock Exchange (NYSE: C), and through its subsidiaries and affiliates, it provides a full range of financial products and services including consumer banking, corporate and investment banking, securities brokerage, transaction services and wealth management for governments, institutions, corporations and individuals worldwide. It is regulated by the Board of Governors of the Federal Reserve System under the Bank Holding Company Act of 1956, and is subject to extensive oversight by U.S. federal and state agencies, securities exchanges and international regulators across the markets in which it operates.

As at the date of this announcement, to the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, the Issuer and Citigroup Global Markets Limited are Independent Third Parties.

REASONS AND BENEFITS OF THE SUBSCRIPTION

The Group subscribed the Notes for investment purposes. The treasury management policy of the Group is primarily to utilize and invest surplus cash reserves in low-risk products, such as low-risk wealth management products, structured deposits or time deposits, etc. and to generate income without interfering the Group's business operations or capital expenditures.

The Directors consider that the Subscriptions enable the Group to balance and diversify its investment portfolio, as well as to generate stable return to the Group within an acceptable risk level. The Subscriptions are in line with the Group's treasury management policy. The Directors further consider that the terms of the Subscriptions are on normal commercial terms, and are fair and reasonable, and the Subscriptions are in the best interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As the Previous Subscriptions and the Subscription involved the same party or parties connected or otherwise associated with one another, whether as issuer or guarantor and were all remain outstanding as at the date of this announcement, they were required to be aggregated as a series of transactions pursuant to Rule 14.22 of the Listing Rules. As one of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Subscriptions exceeds 5% but is less than 25%, the Subscriptions constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements but exempt from the Shareholders' approval requirement under the Listing Rules.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following expressions shall have the meanings set out below:

"29 August 2024 Subscription"	the subscription of notes in the principal amount of US$50,000,000 on 29 August 2024, details of which is set out in the Company's announcement dated 12 May 2026
"13 March 2025 Subscription"	the subscription of notes in the principal amount of US$30,000,000 on 13 March 2025, details of which is set out in the Company's announcement dated 12 May 2026
"22 April 2025 Subscription"	the subscription of notes in the principal amount of US$60,000,000 on 22 April 2025, details of which is set out in the Company's announcement dated 12 May 2026
"16 June 2025 Subscription"	the subscription of notes in the principal amount of US$40,000,000 on 16 June 2025, details of which is set out in the Company's announcement dated 12 May 2026

"12 May 2026 Subscription"	the subscription of notes in the principal amount of US$100,000,000 on 12 May 2026, details of which is set out in the Company's announcement dated 12 May 2026
"Board"	the board of Directors
"Company"	Smoore International Holdings Limited, a company incorporated in Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 06969)
"Connected Person(s)"	has the meaning ascribed to it under the Listing Rules
"Directors"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Independent Third Party(ies)"	a person or company who or which is, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, is a third party independent of the Company and its Connected Persons
"Issuer"	Ensemble Investment Corporation SA, information of which is stated in the section headed "The Issuer and Citigroup Global Markets Limited" in this announcement
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Note(s)"	Ensemble USD Callable Fixed-to-Floating Secured Notes
"percentage ratios"	have the same meaning ascribed to it under the Listing Rules
"Previous Subscriptions"	the 29 August 2024 Subscription, 13 March 2025 Subscription, 22 April 2025 Subscription, 16 June 2025 Subscription and 12 May 2026 Subscription
"Shareholder(s)"	shareholder(s) of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subscription"	the subscription of the Notes in the principal amount of US$110,000,000 on 22 June 2026

"Subscriptions"	the Previous Subscriptions and the Subscription
"US$"	United States dollars, the lawful currency of the United States
"USD SOFR"	the Secured Overnight Financing Rate for United States dollars
"%"	per cent.

In this announcement, amounts in US$ are translated into HK$ on the basis of US$1.00 = HK$7.8. The conversion rate is for illustration purposes only and should not be taken as a representation that US$ could actually be converted into HK$ at such rate or at all.

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

Hong Kong, 22 June 2026

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.