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If you have sold or transferred all your shares in Smart Globe Holdings Limited (the “Company”), you should at once hand this circular and the accompanying 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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**SMART GLOBE HOLDINGS LIMITED****竣球控股有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 1481)**

**(1) PROPOSED RENEWAL OF GENERAL MANDATES
TO REPURCHASE SHARES AND ISSUE NEW SHARES OF THE COMPANY;
(2) PROPOSED RE-ELECTION OF DIRECTORS OF THE COMPANY;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company (“AGM”) to be held at 11:30 a.m. on Monday, 27 May 2024 at Training Room No. 1, Blueprint, 2/F., Dorset House, Taikoo Place, 979 King’s Road, Quarry Bay, Hong Kong is set out on pages AGM-1 to AGM-6 of this circular. A form of proxy for use by the shareholders at the AGM is enclosed with this circular.

Whether or not you are able to attend the AGM, you are advised to read this circular and to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company 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 later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event the instrument appointing a proxy shall be deemed to be revoked.

References to time and dates in this circular are to Hong Kong time and dates.

25 April 2024

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 11:30 a.m. on Monday, 27 May 2024 (or any adjournment thereof) at Training Room No. 1, Blueprint, 2/F., Dorset House, Taikoo Place, 979 King’s Road, Quarry Bay, Hong Kong for the purpose of considering and if thought fit, approving, inter alia, the resolutions proposed in this circular
“Articles”	the articles of association of the Company as amended, supplemented or modified from time to time
“associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Board”	the board of Directors
“Cayman Companies Act”	the Companies Act (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	Smart Globe Holdings Limited (竣球控股有限公司), a company incorporated in the Cayman Islands as an exempted company with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1481)
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$” or “HKD”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to allot, issue and deal with new Shares of up to 20% of the aggregate number of Shares in issue as at the date of passing of the relevant resolution
“Latest Practicable Date”	16 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase the fully paid-up Shares of up to 10% of the aggregate number of Shares in issue as at the date of passing of the relevant resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or modified from time to time
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company (or if there has been a subsequent subdivision, 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)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to this term under the Listing Rules

DEFINITIONS

“Takeovers Code”

the Code on Takeovers and Mergers as approved by the Securities and Futures Commission

“%”

per cent

LETTER FROM THE BOARD



SMART GLOBE HOLDINGS LIMITED 竣球控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1481)

Executive Directors:

Mr. NG Ho Lun (*Chairman*)
Mr. CHU Lok Fung Barry
Mr. CHEN Kun
Mr. LAM Tak Ling Derek

Registered office in the Cayman Islands:

Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

Independent Non-executive Directors:

Dr. WU Ka Chee Davy
Mr. YIU Ho Chi Stephen
Ms. LAW Ying Wai Denise

Principal Place of Business in

Hong Kong:
Suite 5705-08, 57/F, One Island East
Taikoo Place, 18 Westlands Road, Quarry Bay
Hong Kong

25 April 2024

To the Shareholders,

Dear Sir or Madam,

**(1) PROPOSED RENEWAL OF GENERAL MANDATES
TO REPURCHASE SHARES AND ISSUE NEW SHARES OF THE COMPANY;
(2) PROPOSED RE-ELECTION OF DIRECTORS OF THE COMPANY;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the information in respect of the resolutions to be proposed at the AGM for, among others, (i) the granting of the Issue Mandate to the Directors; (ii) the granting of the Repurchase Mandate to the Directors; (iii) the granting of the extension mandate to extend the Issue Mandate by adding to it such number of Shares repurchased under the Repurchase Mandate; and (iv) the re-election of the Directors.

LETTER FROM THE BOARD

ISSUE MANDATE

The Directors have been granted a general unconditional mandate to allot, issue and deal with Shares on 29 May 2023. The issue mandate will expire at the conclusion of the AGM.

As at the Latest Practicable Date, the existing general mandate has not been utilised and will lapse at the conclusion of the AGM. Therefore, an ordinary resolution will be proposed at the AGM that the Directors be granted a general unconditional mandate to allot, issue and deal with new Shares of up to 20% of the aggregate number of Shares in issue as at the date of passing of the relevant resolution. On the basis that the issued Shares on the date of the AGM will remain to be 1,020,000,000 Shares as it was on the Latest Practicable Date, the Issue Mandate, if granted by the Shareholders at the AGM, will allow the Directors to allot and issue Shares up to an aggregate of 204,000,000 additional Shares.

As prescribed by the Listing Rules, if the Company conducts a consolidation or subdivision of the Shares after the Issue Mandate (as extended, if applicable) is granted, the maximum number of Shares that may be allotted and issued under the Issue Mandate at the relevant time will be adjusted to a proportionate extent accordingly. The Issue Mandate, if granted by the Shareholders at the AGM, will be in force until (a) the conclusion of the next annual general meeting of the Company unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; (b) the expiration of the period within which the next annual general meeting of the Company is required to be held under any applicable Cayman Islands laws or the Articles; or (c) the passing of an ordinary resolution of the Shareholders in a general meeting revoking, varying or renewing such mandate, whichever is the earliest.

REPURCHASE MANDATE

The Directors have been granted a general unconditional mandate to exercise the power of the Company to repurchase Shares on 29 May 2023. The repurchase mandate will expire at the conclusion of the AGM.

As at the Latest Practicable Date, the existing repurchase mandate has not been utilised and will lapse at the conclusion of the AGM. Therefore, an ordinary resolution will be proposed at the AGM that the Directors be granted a general mandate to exercise all the powers of the Company to repurchase Shares of up to 10% of the aggregate number of Shares in issue as at the date of passing the relevant resolution. On the basis that the issued Shares on the date of the AGM will remain to be 1,020,000,000 Shares as it was on the Latest Practicable Date, the Repurchase Mandate, if granted by the Shareholders at the AGM, will allow the Directors to repurchase a maximum of 102,000,000 Shares.

LETTER FROM THE BOARD

As prescribed by the Listing Rules, if the Company conducts a consolidation or subdivision of the Shares after the Repurchase Mandate is granted, the maximum number of Shares that may be repurchased under the Repurchase Mandate at the relevant time will be adjusted to a proportionate extent accordingly. The Repurchase Mandate, if granted by the Shareholders at the AGM, will be in force until (a) the conclusion of the next annual general meeting of the Company unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; (b) the expiration of the period within which the next annual general meeting of the Company is required to be held under any applicable Cayman Islands law/regulations or Articles; or (c) the passing of an ordinary resolution of the Shareholders in a general meeting revoking, varying or renewing such mandate, whichever is the earliest.

An explanatory statement giving the particulars required by the Listing Rules in respect of the Repurchase Mandate to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution as set out in Appendix I to this circular.

EXTENSION OF ISSUE MANDATE

In addition, subject to the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to authorise the Directors to extend the Issue Mandate by adding to it such number of Shares repurchased by the Company pursuant to the authority granted to the Directors under the Repurchase Mandate provided that such extended amount shall not exceed 10% of the aggregate number of the issued Shares as at the date of passing the relevant resolution.

RE-ELECTION OF THE DIRECTORS

Pursuant to Article 112 of the Articles, the Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company 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 following annual general meeting of the Company and shall then be eligible for re-election.

LETTER FROM THE BOARD

Pursuant to Article 108(a) of the Articles, at each annual general meeting of the Company, 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. Accordingly, our executive Directors: Mr. NG Ho Lun, Mr. CHU Lok Fung Barry, Mr. CHEN Kun, Mr. LAM Tak Ling Derek; and our independent non-executive Directors: Dr. WU Ka Chee Davy, Mr. YIU Ho Chi Stephen and Ms. LAW Ying Wai Denise shall retire from office and, being eligible, offer themselves for re-election as Directors at the AGM.

Particulars of each of the aforementioned Directors are set out in Appendix II to this circular.

AGM AND PROXY ARRANGEMENT

The notice convening the AGM to be held at 11:30 a.m. on Monday, 27 May 2024 at Training Room No. 1, Blueprint, 2/F., Dorset House, Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong is set out on pages AGM-1 to AGM-6 of this circular. Ordinary resolutions will be proposed at the AGM for the purpose of considering and if thought fit, approving, inter alia, the resolutions proposed in this circular.

A form of proxy for use in connection with the AGM is enclosed herewith. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the branch share registrar of the Company 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 later than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM (or any adjourned meeting thereof) should you so wish and in such event the instrument appointing a proxy shall be deemed to be revoked.

The register of members of the Company will be closed from Wednesday, 22 May 2024 to Monday, 27 May 2024, both days inclusive, in order to determine the eligibility of Shareholders to attend the AGM, during which period no share transfers will be registered. To be eligible to attend the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the branch share registrar of the Company 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 Tuesday, 21 May 2024.

LETTER FROM THE BOARD

VOTING AT THE AGM

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all proposed resolutions set out in the notice convening the AGM shall be voted on by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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.

RECOMMENDATION

The Directors believe that the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the proposed re-election of Directors are in the best interests of the Company, the Group as well as the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

GENERAL INFORMATION

Your attention is also drawn to the appendices to this circular.

Yours faithfully,
By order of the Board
Smart Globe Holdings Limited
NG Ho Lun
Chairman and Executive Director

This appendix serves as an explanatory statement, as required by Rule 10.06(b) of the Listing Rules, to provide requisite information to Shareholders for consideration of the proposed grant of the Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, a total of 1,020,000,000 Shares were in issue. As at the Latest Practicable Date, the Company did not have any outstanding options, warrants and convertible securities to subscribe for the Shares.

Assuming that no further Shares are issued or repurchased during the period from the Latest Practicable Date until the AGM, exercise in full of the Repurchase Mandate, on the basis of 1,020,000,000 Shares in issue as at the Latest Practicable Date, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, a total number of 102,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of the AGM.

REASONS FOR REPURCHASE

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchase when appropriate and beneficial to the Company. Such repurchases, depending on market conditions and funding arrangements at the time, may lead to enhancement of the net asset value of the Company and/or the earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole. The number of Shares to be repurchased on any occasion and the price and other terms on which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

SOURCE OF FUNDS

The Company is empowered by the Articles to repurchase its Shares. In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles, the Cayman Companies Act, the Listing Rules and/or other applicable laws, rules and regulations, as the case may be.

Any repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose or, if authorised by the Articles and subject to the Cayman Companies Act and/or other applicable laws, rules and regulations, out of capital. The premium, if any, payable on repurchase must be provided for out of the profits of the Company or out of the Company's share premium account before or at the time the Shares are repurchased or, if authorised by the Articles and subject to Cayman Companies Act and/or other applicable laws, rules and regulations, out of capital. The Shares so repurchased will be treated as cancelled but the aggregate amount of authorised share capital will not be reduced.

The Company may not repurchase its own shares on the Stock Exchange for a consideration other than cash or settlement otherwise than in accordance with the trading rules of the Stock Exchange.

REPURCHASE OF SECURITIES FROM CONNECTED PARTIES

The Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a "core connected person", that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates and a core connected person is prohibited from knowingly selling his/her/its securities to the Company.

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders at the AGM.

IMPACT ON WORKING CAPITAL OR GEARING POSITION

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with those as at 31 December 2023, being the date of its latest published audited consolidated financial statements. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, all applicable laws of the Cayman Islands and the Articles.

DISCLOSURE OF INTERESTS

As at the Latest Practicable Date, none of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) has any present intention, in the event that the Repurchase Mandate is approved by Shareholders, to sell any of their Shares to the Company pursuant to the Repurchase Mandate.

THE TAKEOVERS CODE

If, as a result of the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase may be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, to the best of the Directors' knowledge and belief having made all reasonable enquiries, the controlling Shareholder (as defined in the Listing Rules), TeraMetal Holdings Limited, was beneficially interested in 750,000,000 Shares representing approximately 73.53% of the issued Shares. In the event that the Directors exercise the power of the Company to repurchase Shares pursuant to the Repurchase Mandate in full, the interest of the controlling Shareholder in the Company would be increased to approximately 81.7% of the issued Shares. Such increase would not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to such extent that will result in the number of Shares in hands of public falling below the prescribed minimum percentage of 25%.

MARKET PRICES OF SHARES

The highest and lowest traded prices for the Shares on the Stock Exchange in the previous 12 months up to the Latest Practicable Date were as follows:

	Price per Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	0.325	0.250
May	0.290	0.255
June	0.270	0.255
July	0.255	0.255
August	0.480	0.250
September	0.290	0.265
October	0.280	0.260
November	0.280	0.260
December	0.275	0.265
2024		
January	0.285	0.260
February	0.445	0.248
March	0.630	0.395
April (<i>up to the Latest Practicable Date</i>)	0.475	0.415

SHARE REPURCHASES MADE BY THE COMPANY

No repurchase of Shares had been made by the Company during the six months immediately preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

Set out below are details of the Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM.

Mr. NG Ho Lun (吳浩麟)

Mr. Ng, aged 31, was appointed as an executive Director, chairman of the Board and chief executive officer on 7 July 2023. Mr. Ng is the founder, director and chief executive officer of Huachin Mining Limited since August 2017, and primarily responsible for setting strategic goals and development direction of the company. He graduated from the University of Southern California in Los Angeles with a bachelor degree majoring in Business Finance and minor in Economics in 2016.

Mr. Ng has entered into a service agreement with the Company commencing from 7 July 2023. The service agreement may be terminated by either party giving the other no less than three months' prior notice in writing. He will be subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Listing Rules. He is entitled to an annual remuneration of HK\$120,000 plus discretionary bonus, which is determined by arm's length negotiation between Mr. Ng and the Company and with reference to his duties and responsibilities. The amount of the remuneration has been approved by the Board with the recommendation from the Remuneration Committee with reference to Mr. Ng's experience and prevailing market levels.

As at the Latest Practicable Date, Mr. Ng is deemed to have corporate interest in 750,000,000 Shares of the Company within the meaning of Part XV of the SFO, representing approximately 73.53% of the issued Shares as at the Latest Practicable Date.

Mr. CHU Lok Fung Barry (朱樂峰)

Mr. Chu, aged 53, was appointed as an executive Director, joint company secretary, financial controller, authorised representative and process agent of the Company on 7 July 2023. Since April 2020, Mr. Chu has been the financial controller and company secretary of Huachin Mining Limited, and primarily responsible for the strategic planning and general management of the finance and accounting functions.

Mr. Chu has over 27 years of experience in strategic and general management, compliance, auditing, financial and accounting. Mr. Chu was appointed as the Company Secretary and Financial Controller of CAA Resources Limited (now known as Grace Life-tech Holdings Limited, stock code: 2112.HK) from April 2013 to January 2020. From March 2010 to October 2012, he served as the Assistant Controller of Winson Oil International (HK) Limited. From September 2003 to February 2010, Mr. Chu served as the Group Chief Accountant of Come Sure Group (Holdings)

Limited (stock code: 794.HK). From May 1997 to July 2001 and from March 2002 to March 2003, Mr. Chu worked in the audit departments of two international accounting firms in Hong Kong, responsible for various statutory and special audit works. From March 1996 to May 1997, Mr. Chu served as a management trainee at Midas International Limited (now known as Magnus Concordia Group Limited, stock code: 1172.HK), responsible for preparing group budgets and management reports.

Mr. Chu obtained a Master of Arts in Chinese Historical Studies from The University of Hong Kong in 2021. He also obtained a Master of Economics from The University of Hong Kong in 2015, a Master of Arts in Philosophy from The Chinese University of Hong Kong in 2011, a Master of Science in Accountancy from The Hong Kong Polytechnic University in 2007, and a Bachelor of Business from Monash University in Australia in 1995. He has been a fellow member of the Hong Kong Institute of Certified Public Accountants since February 2009 and a certified practicing accountant of the CPA Australia since October 1999.

Mr. Chu has entered into a service agreement with the Company commencing from 7 July 2023. The service agreement may be terminated by either party giving the other no less than three months' prior notice in writing. He will be subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Listing Rules. He is entitled to an annual remuneration of HK\$120,000 plus discretionary bonus, which is determined by arm's length negotiation between Mr. Chu and the Company and with reference to his duties and responsibilities. The amount of the remuneration has been approved by the Board with the recommendation from the Remuneration Committee with reference to Mr. Chu's experience and prevailing market levels.

Mr. CHEN Kun (陳坤)

Mr. Chen, aged 38, was appointed as an executive Director, joint company secretary, authorised representative and process agent of the Company on 7 July 2023. His primary responsibilities will focus on corporate governance matters of the Group. Mr. Chen received his Bachelor of Laws degree in 2008 and the Postgraduate Certificate in Laws in 2009 from The University of Hong Kong. He has more than 10 years of experience in the legal industry. Subsequent to his admission as a solicitor of the High Court of Hong Kong in November 2011, he worked as assistant solicitor with law firms in Hong Kong from November 2011 to May 2019. He became a partner of Jimmie K. S. Wong & Partners (a Hong Kong law firm) since June 2019 and a sole proprietor of Peter Chen Law Office (a Hong Kong law firm) since December 2020. He is currently the joint company secretary of China Tianrui Group Cement Company Limited (stock code: 1252.HK), and company secretary of BGMC International Limited (stock code: 1693.HK), Grace Life-tech Holdings Limited (stock code: 2112.HK), Rici Healthcare Holdings Limited (stock

code: 1526.HK), Christine International Holdings Limited (stock code: 1210.HK), IDT International Limited (stock code: 167.HK) and Prosperous Printing Company Limited (stock code: 8385.HK).

Mr. Chen has entered into a service agreement with the Company commencing from 7 July 2023. The service agreement may be terminated by either party giving the other no less than three months' prior notice in writing. He will be subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Listing Rules. He is entitled to annual remuneration of HK\$420,000 plus discretionary bonus, which is determined by arm's length negotiation between Mr. Chen and the Company and with reference to his duties and responsibilities. The amount of the remuneration has been approved by the Board with the recommendation from the Remuneration Committee with reference to Mr. Chen's experience and prevailing market levels.

Mr. LAM Tak Ling Derek (林德凌)

Mr. Lam, aged 53, was appointed as an executive Director on 5 May 2017. Mr. Lam is primarily responsible for overall strategic planning and overseeing the general management of the Group. Mr. Lam has more than 20 years of experience in the printing industry. During the period from July 1994 to July 2012, he worked in a company principally engaged in the printing of books, as a sales director. He joined the Group as a sales and marketing manager in August 2012 and has been a director of CP Printing since August 2014.

Mr. Lam has entered into a service contract with the Company for a fixed term of three years commencing from 7 July 2023, and shall thereafter continue on a month to month basis unless terminated by either party by giving the other party a three months' prior written notice, and is subject to retirement by rotation and re-election at the AGM in accordance with the Articles. He is entitled to HK\$10,000 as monthly director fees. The Remuneration Committee will review and determine the remuneration and compensation packages with reference to his responsibilities, work load, the time devoted to the Group and the performance of the Group. The principal elements of his remuneration package include salary and allowance, but exclude discretionary bonus.

Dr. WU Ka Chee Davy (胡家慈博士)

Dr. Wu, aged 55, was appointed as an independent non-executive Director on 7 July 2023. Dr. Wu attained a bachelor's degree in law in November 1993, a postgraduate certificate in law in June 1994 and a doctorate degree in law in December 2003, all from The University of Hong Kong. He also obtained a master's degree in business administration from The Hong Kong Polytechnic University in November 2013.

Dr. Wu has been a senior lecturer of the Department of Accountancy, Economics and Finance at The Hong Kong Baptist University since September 1999. From 2006 to 2012, Dr. Wu was a member of the Advisory Group on Share Capital, Distribution of Profits and Assets and Charges Provisions for the rewrite of the Companies Ordinance (Chapter 622 of the laws of Hong Kong), on appointment by the Financial Services and Treasury Bureau (“FSTB”) of the Government of the Hong Kong Special Administrative Region. From 2011 to 2016, he was a member of the Advisory Group on Modernisation of Corporate Insolvency Law, also on appointment by the FSTB. Since January 2023, he has been a consultant on governance for Pok Oi Hospital. He currently also serves as an independent non-executive Director of Xtep International Holdings Ltd (stock code: 1368.HK). He was an independent non-executive director of Goal Rise Logistics (China) Holdings Limited (now known as Yues International Holdings Group Ltd, stock code: 1529.HK) from August 2017 to November 2021, and an independent non-executive director of Wan Leader International Limited (stock code: 8482.HK) from August 2018 to March 2021. All such companies are listed on the Stock Exchange.

Dr. Wu has entered into a service agreement with the Company commencing from 7 July 2023. The service agreement may be terminated by either party giving the other no less than one month’s prior notice in writing. He will be subject to retirement by rotation and re-election at the Company’s annual general meeting in accordance with the Listing Rules. He is entitled to an annual remuneration of HK\$200,000, which is determined by arm’s length negotiation between Dr. Wu and the Company and with reference to his duties and responsibilities. The amount of the remuneration has been approved by the Board with the recommendation from the Remuneration Committee with reference to Dr. Wu’s experience and prevailing market levels.

Mr. YIU Ho Chi Stephen (姚好智)

Mr. Yiu, aged 61, was appointed as an independent non-executive Director on 7 July 2023. Mr. Yiu obtained a Diploma in Accounting from Hong Kong Shue Yan College (now known as Hong Kong Shue Yan University) in 1986, a Bachelor of Laws from Peking University in 1997 and a Master of Business from Curtin University in Australia in 2002. He has been a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants since January 1994, and a Certified Professional Forensic Accountant of the Institute of Certified Forensic Accountants in the United States since February 2018. He has over 30 years of extensive experience in auditing, accounting, finance, company secretarial, corporate governance and strategic planning gained from his tenure at international public accounting firm, multinational corporations and listed companies.

Mr. Yiu served as Chief Financial Officer of DBA Telecommunication (Asia) Holdings Limited (previous stock code: 3335.HK) from October 2013 to November 2020. From June 2002 to July 2010, he served as the Chief Financial Officer of Come Sure Group (Holdings) Limited (stock code: 794.HK) and was also appointed as an executive director and the Company Secretary since its listing in February 2009 until July 2010. From April 2000 to November 2001, Mr. Yiu served as the Financial Controller of Bosswin Industries Limited. From July 1996 to March 2000, Mr. Yiu was served as the Chief Financial Officer of Freight Links Express Holdings (Hong Kong) Limited (now known as Shanghai Industrial Urban Development Group Limited, stock code: 563.HK). Mr. Yiu served as the Financial Support Manager of Polaroid Far East Limited, the Far East Regional Office of Polaroid Corporation USA, from February 1995 to July 1996. From August 1989 to February 1995, Mr. Yiu was served in the finance division of Sino Land Company Limited (Stock Code: 83.HK) and leaving as Assistant Manager for Group Treasury. From September 1986 to September 1988, Mr. Yiu served as an auditor in an international accounting firm.

Mr. Yiu has entered into a service agreement with the Company commencing from 7 July 2023. The service agreement may be terminated by either party giving the other no less than one month's prior notice in writing. He will be subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Listing Rules. He is entitled to an annual remuneration of HK\$200,000, which is determined by arm's length negotiation between Mr. Yiu and the Company and with reference to his duties and responsibilities. The amount of the remuneration has been approved by the Board with the recommendation from the Remuneration Committee with reference to Mr. Yiu's experience and prevailing market levels.

Ms. LAW Ying Wai Denise (羅瑩慧)

Ms. Law, aged 42, was appointed as an independent non-executive director of the Company on 7 July 2023. Ms. Law graduated from the University of New South Wales in Australia with a degree of Bachelor of Commerce in Accounting and Finance in April 2004. She is a member of the American Institute of Certified Public Accountants. Ms. Law possesses over 15 years of experience in corporate finance and auditing. She is a director of Halcyon Capital Limited which specialises in initial public offerings and corporate advisory in mergers and acquisitions. She used to work for an international accounting firm and other corporate finance arms of financial institutions in Hong Kong. She is also currently an independent non-executive director of Trio Industrial Electronics Group Limited (stock code: 1710. HK), a company listed on the Stock Exchange.

Ms. Law has entered into a service agreement with the Company commencing from 7 July 2023. The service agreement may be terminated by either party giving the other no less than one month's prior notice in writing. She will be subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Listing Rules. She is entitled to an annual remuneration of HK\$200,000, which is determined by arm's length negotiation between Ms. Law and the Company and with reference to her duties and responsibilities. The amount of the remuneration has been approved by the Board with the recommendation from the Remuneration Committee with reference to Ms. Law's experience and prevailing market levels.

As at the Latest Practicable Date, save as disclosed above, each of Mr. Ng, Mr. Chu, Mr. Chen, Mr. Lam, Dr. Wu, Mr. Yiu and Ms. Law (i) does not hold any other position with the Company or any of its subsidiaries; (ii) has not held any other directorship in, or direct or indirect interest in 10% or more of the issued share capital of, any other public companies the securities of which are listed on any security market in Hong Kong or overseas in the three years prior to the Latest Practicable Date; (iii) does not have any relationship with any directors, senior management or substantial or controlling shareholders (as defined under the Listing Rules) of the Company; and (iv) does not have any interest in the shares or underlying shares in the Company (within the meaning of Part XV of the SFO).

GENERAL

Save as disclosed above, none of the above Directors held any other directorships in public companies in the three years prior to the Latest Practicable Date.

Save as disclosed above, there is no information in relation to the re-election of each of the Directors that needs to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders in relation to the re-election of each of the Directors.

NOTICE OF AGM



SMART GLOBE HOLDINGS LIMITED

竣球控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1481)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Smart Globe Holdings Limited (the “**Company**”) will be held at 11:30 a.m. on Monday, 27 May 2024 at Training Room No. 1, Blueprint, 2/F., Dorset House, Taikoo Place, 979 King’s Road, Quarry Bay, Hong Kong for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and the independent auditors of the Company for the year ended 31 December 2023;
2. To re-elect Mr. NG Ho Lun as an executive Director of the Company;
3. To re-elect Mr. CHU Lok Fung Barry as an executive Director of the Company;
4. To re-elect Mr. CHEN Kun as an executive Director of the Company;
5. To re-elect Mr. LAM Tak Ling Derek as an executive Director of the Company;
6. To re-elect Dr. WU Ka Chee Davy as an independent non-executive Director of the Company;
7. To re-elect Mr. YIU Ho Chi Stephen as an independent non-executive Director of the Company;
8. To re-elect Ms. LAW Ying Wai Denise as an independent non-executive Director of the Company;
9. To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
10. To re-appoint Baker Tilly Hong Kong Limited as the auditors of the Company and authorise the Board to fix the auditors’ remuneration; and

NOTICE OF AGM

as special business, to consider and, if thought fit, pass the following resolutions (with or without amendments) as ordinary resolutions:

11. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (e) below) of all the powers of the Company to allot, issue and deal with new shares (“**Shares**”) in the capital of the Company and to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (as amended from time to time) (the “**Listing Rules**”), be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined in paragraph (e) below) to make or grant offers, agreements, options (including bonds, warrants and debentures and other securities which carry rights to subscribe for or are convertible into shares of the Company) and rights of exchange or conversion which would or might require the exercise of such powers either during or after the end of the Relevant Period (as defined in paragraph (e) below);
- (c) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (e) below); (ii) the exercise of the rights of subscription or conversion under the terms of any warrants which may be issued by the Company or any securities which are convertible into shares; (iii) the exercise of options granted under any share option scheme or similar arrangement adopted by the Company for the grant or issue to the employees, officers, Directors and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for or rights to acquire shares of the Company; and (iv) any scrip dividend scheme or similar arrangement providing for allotment and issue of shares in lieu of the whole or part of a dividend on the shares of the Company in accordance with the articles of association of the Company from time to time, shall not exceed the aggregate of: (aa) 20% of the aggregate number of issued Shares as at the date of passing of this resolution; and (bb) (if the Directors are so authorised by a separate ordinary

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resolution of the shareholders of the Company) the aggregate number of the Shares which may be repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the number of issued Shares on the date of the passing of this resolution); and the said approval pursuant to paragraph (a) of this resolution shall be limited accordingly;

- (d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (c) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (e) 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 of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking or varying such mandate.

“**Rights Issue**” means an offer of shares of the Company or offer or issue of warrants or options or other securities giving rights to subscribe for the shares of the Company open for a period fixed by the Directors to holders of shares of the Company on the register of members of the Company on a fixed record date in proportion to their then holding of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange, in any territory outside Hong Kong, applicable to the Company).”

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12. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to purchase or repurchase Shares and securities which carry a right to subscribe or purchase Shares issued directly or indirectly by the Company on the Stock Exchange or on any other stock exchange on which the Shares or securities of the Company may be listed and is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Securities and Futures Commission, the Companies Law of the Cayman Islands, the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares and securities which carry a right to subscribe or purchase Shares issued directly or indirectly by the Company which may be purchased or repurchased by the Company pursuant to the approval in paragraph (i) above shall not exceed 10% of the number of issued Shares as at the date of the passing of this resolution, and the said approval shall be limited accordingly;
- (c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of Shares subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of Shares subject to the limit set out in paragraph (b) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (d) for the purpose 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 of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking or varying such mandate.”

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13. “**THAT** conditional upon resolutions no. 11 and no. 12 above being passed (with or without amendments), the general and unconditional mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue and deal with shares of the Company pursuant to the resolution set out in resolution no. 11 above be and is hereby extended by the addition thereto such number of shares representing the aggregate number of Shares repurchased by the Company pursuant to the authority granted to the directors of the Company under resolution no. 12 above, provided that such amount shall not exceed 10% of number of issued Shares as at the date of the passing of this resolution.”

By order of the Board
Smart Globe Holdings Limited
NG Ho Lun
Chairman and Executive Director

Hong Kong, 25 April 2024

Notes:

1. A member of the Company entitled to attend and vote at the annual general meeting shall be entitled to appoint one or if he is a holder of two or more shares of the Company, more than one proxies to attend and vote in his stead. A proxy need not be a member of the Company but must be present in person in the annual general meeting to represent the member. Completion and return of the form of proxy will not preclude a member of the Company from attending the annual general meeting and voting in person should he so wish. In such event, his form of proxy will be deemed to have been revoked.
2. Where there are joint registered holders of any share, any one of such persons may vote at the annual general meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the annual general meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. A form of proxy for the annual general meeting is enclosed. 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 notarially certified copy of such power or authority, must be deposited at the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 48 hours before the time for holding the annual general meeting or any adjournment thereof.
4. To ascertain the members’ entitlement to attend and vote at the meeting, the register of members will be closed from 22 May 2024 (Wednesday) to 27 May 2024 (Monday), both days inclusive, during which period no transfer of shares can be registered. In order to be eligible to attend and vote at the meeting, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrar, 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 21 May 2024 (Tuesday).
5. An explanatory statement containing further details regarding resolution no. 12 above is set out in Appendix I to this circular of which this notice of AGM forms part.

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6. Details of the Directors who will retire and are proposed to be re-elected at the AGM are set out in Appendix II to this circular.
7. Members of the Company or their proxies shall produce documents of their proof of identity when attending the annual general meeting.
8. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will post an announcement on the website of Company at www.smartglobehk.com and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

As at the date of this notice, the executive Directors are Mr. NG Ho Lun, Mr. CHU Lok Fung Barry, Mr. CHEN Kun and Mr. LAM Tak Ling Derek; and the independent non-executive Directors are Dr. WU Ka Chee Davy, Mr. YIU Ho Chi Stephen and Ms. LAW Ying Wai Denise