THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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.

This circular appears for information purposes only and does not constitute an invitation or offer to sell, dispose, acquire, purchase or subscribe for securities in the Company.

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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: 8485)

(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 11:00 a.m. on 10 May 2019 at Unit 1103–06, China Building, 29 Queen's Road, Central, Hong Kong is set out on pages AGM–1 to AGM–5 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 Level 22, Hopewell Centre, 183 Queen's Road East, 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.

This circular, together with a form of proxy, will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for at least seven days from the date of its publication and on the Company's website at www.smartglobehk.com.

29 March 2019

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED ("GEM")

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	Page
Characteristics of GEM	i
Definitions	1
Letter from the Board	3
Appendix I — Explanatory Statement on the Repurchase Mandate	I-1
Appendix II — Details of the Directors proposed to be re-elected at the AGM	II-1
Notice of AGM	AGM-1

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 11:00 a.m. on 10 May 2019 at Unit 1103–06, China Building, 29 Queen's Road, Central, 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 GEM Listing Rules
"Board"	the board of Directors
"Cayman Companies Law"	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
"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 GEM (Stock Code: 8485)
"controlling shareholder(s)"	has the meaning ascribed thereto under the GEM Listing Rules
"Director(s)"	the director(s) of the Company
"GEM"	GEM operated by of the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM
"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

"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"	26 March 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
"Listing Date"	28 December 2017, being the date on which dealing in the Shares first commenced on the Stock Exchange
"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 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 GEM Listing Rules
"Takeovers Code"	The Code on Takeovers and Mergers and Share Buy-backs as published by the Securities and Futures Commission of Hong Kong as amended, supplemented or modified from time to time
"%"	per cent

SMART GLOBE HOLDINGS LIMITED
竣球控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8485)

Executive Directors:
Mr. LAM Tak Ling Derek *(Chairman)*
Mr. CHAN Yee Yeung
Ms. TSE Yuen Shan Ivy

Independent Non-executive Director:
Mr. LI Chun Hung
Mr. ONG Chor Wei
Mr. YAM Kam Kwong, *JP*

Registered office in the Cayman Islands:
P.O. Box 1350
Clifton House
75 Fort Street
Grand Cayman KY1-1108
Cayman Islands

Principal Place of Business in Hong Kong
Unit 8, 17th Floor, Kodak House II
39 Healthy Street East, North Point
Hong Kong

29 March 2019

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 the 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.

ISSUE MANDATE

The Directors have been granted a general unconditional mandate to allot, issue and deal with Shares on 11 May 2018. 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 1,000,000,000 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 200,000,000 additional Shares.

As prescribed by the GEM 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 11 May 2018. 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 1,000,000,000 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 100,000,000 Shares.

As prescribed by the GEM 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 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 GEM 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 whether to vote for or against the resolution is 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.

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, Mr. Li Chun Hung ("**Mr. Li**") and Mr. Ong Chor Wei ("**Mr. Ong**") shall retire from office and, being eligible, offer themselves for re-election as Directors at the AGM.

The Board has assessed the independence of each of Mr. Li and Mr. Ong including reviewing their annual written confirmation of independence to the Company pursuant to Rule 5.09 of the GEM Listing Rules. The Board has also considered the relevant experience, working profile and other factors of each of Mr. Li and Mr. Ong as set out in Appendix II to this circular. The Board is satisfied that each of Mr. Li and Mr. Ong has the required character, integrity and experience to continuously fulfill his role as an independent non-executive Director effectively.

Particulars of the each of Mr. Li and Mr. Ong are set out in Appendix II to this circular.

AGM AND PROXY ARRANGEMENT

The notice convening the AGM to be held at 11:00 a.m. on 10 May 2019 at Unit 1103–06, China Building, 29 Queen's Road, Central, Hong Kong is set out on pages AGM–1 to AGM–5 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 meeting, 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 Level 22, Hopewell Centre, 183 Queen's Road East, 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. 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 7 May 2019 to 10 May 2019, 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 6 May 2019.

VOTING AT THE AGM

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by poll except where the chairman, 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. Accordingly, the resolutions to be considered and, if thought fit, approved at the AGM will be voted by way of a poll by the Shareholders. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

COMPETITION AND CONFLICT OF INTEREST

None of the Directors and the controlling Shareholders of the Company or their respective close associates (as defined in the GEM Listing Rules) is or was interested in any business apart from the Group's business, that competes or competed or is or was likely to compete, either directly or indirectly, with the Group's business as at the Latest Practicable Date.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 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
Lam Tak Ling Derek
Chairman and Executive Director

This appendix serves as an explanatory statement required by the GEM Listing Rules to provide the requisite information to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution to approve the grant of the Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, a total of 1,000,000,000 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 1,000,000,000 Shares in issue as at the Latest Practicable Date, could result in up to a maximum of 100,000,000 Shares being repurchased by the Company.

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 Law, the GEM 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 Law 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 Law 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.

GEM LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The GEM Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the GEM Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

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 2017, 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 GEM 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 GEM 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.

As at the Latest Practicable Date, no core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any of his/her/its Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company, in the event that the Company is authorised to make repurchases of the Shares.

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 GEM Listing Rules), Master Sage Limited, was beneficially interested in 675,000,000 Shares representing approximately 67.5% 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 75% of the issued Shares. Such increase will 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	**Lowest**
	HK$	*HK$*
March 2018	0.176	0.137
April 2018	0.146	0.121
May 2018	0.130	0.117
June 2018	0.124	0.101
July 2018	0.102	0.081
August 2018	0.090	0.075
September 2018	0.094	0.069
October 2018	0.098	0.060
November 2018	0.093	0.069
December 2018	0.082	0.066
January 2019	0.077	0.064
February 2019	0.091	0.063
March 2019 (up to the Latest Practicable Date)	0.124	0.077

SHARE REPURCHASES MADE BY THE COMPANY

No repurchase of Shares had been made by the Company during the 6 months 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. Li Chun Hung (李振鴻), aged 57, is an independent non-executive Director. He was appointed to our Board on 4 December 2017 and does not hold any position in other members of our Group. He is a certified public accountant in Hong Kong and has over 20 years of experience in professional accounting.

Mr. Li obtained a diploma in accountancy from the Kwai Chung Technical Institute (now known as the Hong Kong Institute of Vocational Education (Kwai Chung)) in July 1985 and a master degree in business administration from Clayton University in the United States in May 1997. During the period from July 1985 to February 1989, he worked as a semi-senior audit clerk in M.K. Lam, Chow Him & Co., an accounting firm. He then carried on accounting services under Dickerson, Li & Company from May 1989 to September 1990, and worked in Yau & Wong, an accounting firm, as a branch manager from October 1990 to September 1995. During the period from October 1995 to March 1999, he served as a financial director in Wellstar (H.K.) Limited and Meisei (Zhuhai) Electric Co., Ltd., both being subsidiaries of Meisei Electric Co., Ltd., the shares of which are listed on the Tokyo Stock Exchange (stock code: 6709), prior to their respective dissolution. He has been serving as a director of Samlight International Network Limited, a software development company, from February 1999 to present, and was an associate of David Ho & Company, an accounting firm, from January 2002 to July 2005. During the period from November 2004 to June 2006, he served as a qualified accountant in China Development Bank International Investment Limited (previously known as New Capital International Investment Limited), the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1062). Thereafter, he operated a sole-proprietorship accounting practice under Santos C.H. Li & Company from September 2005 to December 2012, and has been the managing director of Santos C.H. Li CPA Limited since December 2011.

Mr. Li is a fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of International Accountants, a member of the Institute of Certified Management Accountants, a fellow member of the Taxation Institute of Hong Kong, a member of the Society of Chinese Accountants and Auditors as well as a member of the Chartered Institute of Arbitrators.

Mr. Li has entered into a letter of appointment with the Company for an initial term of three years commencing from the Listing Date and is subject to retirement by rotation and re-election at the AGM in accordance with the Articles. He is entitled to HK$120,000 as annual fees. The remuneration committee of the Company 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.

As at the Latest Practicable Date, Mr. Li had no interest in any Shares within the meaning of Part XV of the SFO. Mr. Li does not have other relationships with any Directors, senior management, substantial shareholders or controlling shareholder of the Company.

Mr. Ong Chor Wei (王祖偉), aged 49, is an independent non-executive Director. He was appointed to our Board on 4 December 2017 and does not hold any position in other members of our Group.

Mr. Ong obtained a bachelor of laws from The London School of Economics and Political Science in the United Kingdom in August 1990. He also received a distance learning degree in master of business administration, which was jointly awarded by the University of Wales and the University of Manchester in the United Kingdom, in March 2000. He has been an associate of the Institute of Chartered Accountants in England and Wales and an associate of the Hong Kong Institute of Certified Public Accountants since December 1993 and October 1995, respectively.

Mr. Ong was, or had been, a director of the following listed companies in the last three years preceding the Latest Practicable Date:

Period of service	Name of company	Principal business Activities	Position(s)
March 2018 to February 2019	Vico International Holdings Limited, the shares of which are listed on Main Board (stock code: 1621)	Trading of diesel, lubricant oil and others and provision of fleet cards service	Non-executive director
December 2017 to present	Prosperous Printing Company Limited, the shares of which are listed on GEM (stock code: 8385)	Provision of printing products	Non-executive director

Period of service	Name of company	Principal business Activities	Position(s)
January 2016 to present	Nameson Holdings Limited, the shares of which are listed on Main Board (stock code: 1982)	Knitwear manufacturing	Independent non-executive director
November 2015 to present	Denox Environmental& Technology Holdings Limited, the shares of which are listed on Main Board (stock code: 1452)	Manufacturing of plate-type DeNox catalysts	Independent non-executive director
March 2014 to present	Zibao Metals Recycling Holdings Plc, the shares of which are listed on Alternative Investment Market of the London Exchange (stock code: ZBO)	Trading of recyclable metals	Finance director
November 2012 to October 2016	Hong Wei (Asia) Holdings Company Limited, the shares of which are listed on GEM (stock code: 8191)	Manufacturing and sale of particle boards	Non-executive director

Period of service	Name of company	Principal business Activities	Position(s)
June 2010 to present	Net Pacific Financial Holdings Limited (formerly known as K Plas Holdings Limited), the shares of which are listed on the Singapore Exchange (stock code: 5QY)	Provision of financing services	Executive director and chief executive officer
April 2010 to present	O-Net Technologies (Group) Limited (formerly known as O-Net Communications (Group) Limited), the shares of which are listed on Main Board (stock code: 877)	Design, manufacturing and sale of optical networking subcomponents, modules and subsystems used in high-speed telecommunications and data communications	Independent non-executive director
March 2010 to present	Man Wah Holdings Limited, the shares of which are listed on Main Board (stock code: 1999)	Manufacturing and sale of sofas	Non-executive director and subsequently re-designated as independent non-executive director
December 2007 to present	Joyas International Holdings Limited, the shares of which are listed on the Singapore Exchange (stock code: E9L)	Design, manufacturing and sale of metal gift products and jewellery products	Non-executive director

Our Directors are of the view that Mr. Ong will be able to allocate sufficient time to perform his duty as an independent non-executive Director on the following basis: (i) his involvement in other listed companies as an independent non-executive director or non-executive director does not require him to devote substantial time and attention; (ii) notwithstanding his current engagements, he has an attendance rate of 100% of board meetings, meetings of the board committees and generate meetings of other listed companies in Hong Kong during the financial period reported in the latest available annual reports; (iii) he has extensive management experience and his years of experience as independent non-executive directors of listed companies in Hong Kong would facilitate his understanding of corporate governance and his proper discharge of responsibilities as a director; and (iv) he has confirmed that he will devote sufficient time to perform his duties as an independent non-executive Director.

Mr. Ong has entered into a letter of appointment with the Company for an initial term of three years commencing from the Listing Date and is subject to retirement by rotation and re-election at the AGM in accordance with the Articles. He is entitled to HK$120,000 as annual fees. The remuneration committee of the Company 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.

As at the Latest Practicable Date, Mr. Ong had no interest in any Shares within the meaning of Part XV of the SFO. Mr. Ong does not have other relationships with any Directors, senior management, substantial shareholders or controlling shareholder of the Company.

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 Mr. Li and Mr. Ong that needs to be disclosed pursuant to any of the requirements under Rules 17.50(2)(h) to 17.50(2)(v) of GEM 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 Mr. Li and Mr. Ong.

SMART GLOBE HOLDINGS LIMITED
竣球控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8485)

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of Smart Globe Holdings Limited (the "**Company**") will be held at 11:00 a.m. on 10 May 2019 at Unit 1103–06, China Building, 29 Queen's Road, Central, 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 2018;

2. To re-elect Mr. LI Chun Hung as an independent non-executive Director of the Company;

3. To re-elect Mr. ONG Chor Wei as an independent non-executive Director of the Company;

4. To authorise the board of Directors (the "**Board**") to fix the Directors' remuneration;

5. To re-appoint Deloitte Touche Tohmatsu as the auditors of the Company and authorise the Board to fix the auditors' remuneration; and

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

6. "**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 on GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (as amended from time to time) (the "**GEM 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 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 (d) 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 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 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)."

7. "**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 GEM 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 (a) 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."

8. "**THAT** conditional upon resolutions no. 6 and no. 7 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. 6 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. 7 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
LAM Tak Ling Derek
Chairman and Executive Director

Hong Kong, 29 March 2019

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 Level 22, Hopewell Centre, 183 Queen's Road East, 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 7 May 2019 to 10 May 2019, 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on 6 May 2019.

5. An explanatory statement containing further details regarding resolution no. 7 above is set out in Appendix I to this circular of which this notice of AGM forms part.

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 date, time and place of the rescheduled meeting.

As at the date of this notice, the executive Directors are Mr. LAM Tak Ling Derek, Mr. CHAN Yee Yeung and Ms. TSE Yuen Shan Ivy; and the independent non-executive Directors are Mr. LI Chun Hung, Mr. ONG Chor Wei and Mr. YAM Kam Kwong.