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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 on GEM: 8485)

PROPOSED TRANSFER OF LISTING FROM GEM TO THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED

Sole sponsor to the Company

MESSIS  **大有融資**

Financial adviser to the Company

 **紅日資本有限公司**
RED SUN CAPITAL LIMITED

This announcement is made pursuant to Rules 9.26 and 17.10(2)(a) of the GEM Listing Rules and the Inside Information Provisions.

The Board is pleased to announce that the Company has submitted a formal application to the Stock Exchange on 20 April 2020, after trading hours, for the Proposed Transfer of Listing pursuant to Chapter 9A and Appendix 28 of the Main Board Listing Rules.

The Board believes that the Proposed Transfer of Listing will enhance the profile of the Group, strengthen its recognition among public investors and increase the trading liquidity of the Shares. The Board also considers that the listing of the Shares on the Main Board will be beneficial to the future growth, financing flexibility and business development of the Group. The Proposed Transfer of Listing will not involve any issue of new Shares.

Shareholders and potential investors should be aware that the implementation of the Proposed Transfer of Listing is subject to, among others, the granting of relevant approval by the Stock Exchange. There is no assurance that approval and permission will be obtained from the Stock Exchange for the Proposed Transfer of Listing. Accordingly, the Proposed Transfer of Listing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

PROPOSED TRANSFER OF LISTING OF THE SHARES FROM GEM TO THE MAIN BOARD

This announcement is made pursuant to Rules 9.26 and 17.10(2)(a) of the GEM Listing Rules and the Inside Information Provisions.

The Board is pleased to announce that the Company has submitted a formal application to the Stock Exchange on 20 April 2020, after trading hours, for the transfer of listing of Shares from GEM to the Main Board pursuant to Chapter 9A and Appendix 28 of the Main Board Listing Rules.

The Company has applied for the listing of and permission to deal in (i) all existing Shares in issue, and (ii) new Shares which may be issued upon the exercise of options granted or may be granted under the Share Option Scheme, on the Main Board by way of transfer of the listing of the Shares from GEM to the Main Board. The Proposed Transfer of Listing will not involve any issue of new Shares.

The Board would like to emphasise that the definitive timetable for the Proposed Transfer of Listing has not yet been finalised. There is no assurance that the Company will proceed with the Proposed Transfer of Listing.

REASONS FOR THE PROPOSED TRANSFER OF LISTING

The Group has been listed and traded on GEM since the GEM Listing Date (i.e. 28 December 2017). The Group is a one-stop printing service provider with an international customer base, offering a full suite of printing services which cover pre-press, offset printing to post-press services. There has been no material change in the Company's business model, Controlling Shareholders, regulatory environment and industry landscape since its listing on GEM and up to the date of this announcement.

The Directors consider that Main Board is a premier board on the Stock Exchange and the Proposed Transfer of Listing will increase attractiveness of Shares to investors, broaden the Company's investor base and attain higher trading liquidity for Shares, which is beneficial to the Company for its continued growth, financing flexibility and business development, and is in the overall interest of the Company and will create a long-term value to its Shareholders as a whole. In addition, the Board also believes that the Proposed Transfer of Listing will:

- enhance the profile and promote the market recognition of the Company among public investors and its existing and potential customers (such as international publishers and sizeable book traders), which will, in turn, have positive impact on its business developments and strengthen the confidence of its stakeholders;
- reinforce confidence of existing and potential customers and suppliers in the financial strength, corporate governance and credibility of the Group as the Main Board is generally perceived to be a more advanced status for listed companies and has more stringent requirements for listing than GEM. This can be an advantage for the Group when negotiating terms for its sales and purchases and to seek for more business opportunities; and
- promote the corporate image of the Company. As such, it will be easier for the Group to retain and recruit experienced staff as well as to attract new customers.

As at the date of this announcement, the Board does not contemplate any material change in the nature of the business of the Group immediately following the Proposed Transfer of Listing. The Proposed Transfer of Listing will not involve the issue of any new Shares.

NO CHANGE IN PRINCIPAL BUSINESS

There has been no change in the principal business of the Group since the GEM Listing and up to the date of this announcement. As at the date of this announcement, the Board does not contemplate any material change in the nature of the business of the Group immediately following the Proposed Transfer of Listing.

NO CHANGE IN CONTROL

Since the GEM Listing Date and up to the date of this announcement, the Controlling Shareholders held an aggregate of 675,000,000 Shares, representing approximately 67.5% of the then entire issued share capital of the Company. There has been no change in the Controlling Shareholders of the Company since the GEM Listing Date and up to the date of this announcement.

CONDITIONS OF THE PROPOSED TRANSFER OF LISTING

The Proposed Transfer of Listing is conditional upon, among other things:

- i. the Company's fulfilment of all the applicable listing requirements on the Main Board as stipulated in the Main Board Listing Rules;
- ii. the Listing Committee granting approval for the listing of, and permission to deal in, on the Main Board (a) all existing Shares in issue; (b) new Shares which may be issued upon the exercise of options granted or may be granted under the Share Option Scheme; and
- iii. all other relevant approvals or consents required in connection with the implementation of the Proposed Transfer of Listing having been obtained, and the fulfilment of all conditions which may be attached to such approvals or consents, if any.

GENERAL

The Company has appointed Messis Capital Limited as the Sole sponsor and Red Sun Capital Limited as the financial adviser in relation to the Proposed Transfer of Listing.

Further announcement(s) will be made by the Company to keep the Shareholders and potential investors informed of the progress of the Proposed Transfer of Listing as and when appropriate.

Shareholders and potential investors should be aware that the implementation of the Proposed Transfer of Listing is subject to, among others, the granting of relevant approval by the Stock Exchange. There is no assurance that approval and permission will be obtained from the Stock Exchange for the Proposed Transfer of Listing. Accordingly, the Proposed Transfer of Listing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the following meanings:

“Board”	the board of Directors
“Company” or “the Company”	Smart Globe Holdings Limited (竣球控股有限公司), a company incorporated under the laws of the Cayman Islands with limited liability on 5 May 2017
“Controlling Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules or Main Board Listing Rules, as applicable, unless the context requires otherwise, refers to Mr. Lam Tak Ling Derek, Mr. Chan Yee Yeung and Master Sage Limited
“Directors”	the directors of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Date”	28 December 2017, on which dealings in the Shares first commenced on GEM
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Inside Information Provisions”	the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the SFO
“Main Board”	the securities market (excluding the options market) operated by the Stock Exchange in parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM

“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Transfer of Listing”	the proposed transfer of the listing of the Shares from GEM to Main Board
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of our Company
“Shareholder(s)”	holder(s) of Shares
“Share Option Scheme”	the share option scheme adopted by the Company on 4 December 2017
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By order of the Board
Smart Globe Holdings Limited
Lam Tak Ling Derek
Chairman and executive Director

Hong Kong, 20 April 2020

As at the date of this announcement, 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.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules and the Main Board 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 announcement 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 announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at <http://www.hkgem.com> for a minimum period of seven days from the date of publication and on the website of the Company at <http://www.smartglobehk.com>.

The English text of this announcement shall prevail over the Chinese text in case of any inconsistencies.