



SMART GLOBE HOLDINGS LIMITED

竣球控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1481)

Form of Proxy for use at the annual general meeting of the Company to be held on 29 May 2023 (or any adjournment thereof)

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares of HK\$0.01 each in the share capital of Smart Globe Holdings Limited (the “Company”)
HEREBY APPOINT³ _____

of _____
or failing him, the chairman of the Annual General Meeting (as defined below) as my/our proxy, to attend and vote for me/us and on my/our behalf at the annual general meeting (or any adjournment thereof) of the Company (the “Annual General Meeting”) to be held at 11:50 a.m. on 29 May 2023 at Unit 1103-06, China Building, 29 Queen’s Road, Central, Hong Kong for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening such Annual General Meeting (“Notice”) and at the Annual General Meeting (or any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To receive and approve 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 2022;		
2.	To re-elect Ms. TSE Yuen Shan Ivy as an executive Director of the Company;		
3.	To re-elect Mr. YAM Kam Kwong 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 Baker Tilly Hong Kong Limited as the auditors of the Company and to authorise the Board to fix the auditors’ remuneration;		
6.	To grant the Issue Mandate (as defined in the circular of the Company dated 14 April 2023 (the “Circular”)) to the Directors to issue, allot and otherwise deal with additional shares of the Company in the manner as set out in resolution no. 6 of the Notice;		
7.	To grant the Repurchase Mandate (as defined in the Circular) to the Directors to repurchase shares of the Company in the manner as set out in resolution no. 7 of the Notice; and		
8.	To extend the Issue Mandate by adding to it such number of shares of the Company repurchased under the Repurchase Mandate in the manner as set out in resolution no. 8 of the Notice.		
SPECIAL RESOLUTION		FOR ⁴	AGAINST ⁴
9.	To approve the proposed amendments to the amended and restated memorandum and articles of association of the Company (the “Proposed Amendments”) and to adopt the second amended and restated memorandum and articles of association of the Company incorporating and consolidating all the Proposed Amendments in substitution for, and to the exclusion of, the amended and restated memorandum and articles of association of the Company.		

Dated this _____ day of _____ 2023

Signature⁵: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holder should be stated.
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. The proxy need not be a member of the Company but must attend the meeting in person to represent you. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK (“√”) IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK (“√”) IN THE BOX MARKED “AGAINST”.** Failure to do so will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his discretion on any amendment to the resolutions referred to in the Notice which has been properly put to the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be signed either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- 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 shares 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.
- To be valid, this form of proxy, and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority shall be deposited at the Hong Kong’s branch share registrar of the Company, Tricor Investor Services Limited, whose office is located 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.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof if you so wish and in that event, the instrument appointing a proxy shall be deemed to be revoked.
- Members of the Company or their proxies attending the Annual General Meeting shall provide their identity documents.
The description of the resolutions in this form is by way of summary only. Please refer to the Notice dated 14 April 2023 for the full text.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the AGM (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.