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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)**

### **APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER**

This announcement is made pursuant to Rule 2.1 of the Takeovers Code. Reference is made to the joint announcement issued by Smart Globe Holdings Limited (the “**Company**”) and TeraMetal Holdings Limited dated 26 April 2023 in relation to, among other things, the Offer (the “**Joint Announcement**”). Unless otherwise defined, terms used herein shall have the same meanings as those defined in the Joint Announcement.

As mentioned in the Joint Announcement, pursuant to Rule 2.1 of the Takeovers Code, the Independent Board Committee, comprising all the independent non-executive Directors namely, Mr. Li Chun Hung, Mr. Ong Chor Wei and Mr. Yam Kam Kwong, *JP* who have no direct or indirect interest in the Offer, has been established to make recommendations to the Independent Shareholders as to whether the terms of the Offer are fair and reasonable and as to the acceptance of the Offer.

The Board would like to announce that GF Capital (Hong Kong) Limited, a licensed corporation to conduct Type 6 (advising on corporate finance) of the regulated activity under the SFO, has been appointed as the independent financial adviser to advise the Independent Board Committee in respect of the Offer and, in particular, as to whether the terms of the Offer are fair and reasonable and as to the acceptance of the Offer. Such appointment has been approved by the Independent Board Committee pursuant to Rule 2.1 of the Takeovers Code.

The letter of advice from GF Capital (Hong Kong) Limited and the recommendation of the Independent Board Committee will be included in the Composite Document relating to the Offer.

**The Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If the Shareholders and potential investors of the Company are in any doubt about their position or as to the action they should take, they should consult their stockbroker, bank manager, solicitor or other professional advisers.**

By Order of the Board  
**Smart Globe Holdings Limited**  
**LAM Tak Ling Derek**  
*Chairman and Executive Director*

Hong Kong, 8 May 2023

*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, JP.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.*