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Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus dated 13 December 2017 (the “**Prospectus**”) of Smart Globe Holdings Limited (the “**Company**”).

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company. Prospective investors should read the Prospectus carefully for detailed information about the Company and the Share Offer described below before deciding whether or not to invest in the Offer Shares thereby being offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities of the Company in the United States or in any other jurisdictions. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer and is not currently intended to be any public offer of securities in the United States.



SMART GLOBE HOLDINGS LIMITED 竣球控股有限公司

(Incorporated in the Cayman Islands with limited liability)

LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF SHARE OFFER

Number of Offer Shares	: 250,000,000 Shares
Number of Public Offer Shares	: 25,000,000 Shares (subject to reallocation)
Number of Placing Shares	: 225,000,000 Shares (subject to reallocation)
Offer Price	: Not more than HK\$0.28 per Offer Share and expected to be not less than HK\$0.24 per Offer Share, plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	: HK\$0.01 per Share
Stock code	: 8485

Sole Sponsor



紅日資本有限公司
RED SUN CAPITAL LIMITED

Joint Bookrunners



Joint Lead Managers



Co-lead Manager



Application has been made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Share Offer (including any Shares which may be issued pursuant to the Capitalisation Issue and any Shares which fall to be allotted and issued pursuant to the exercise of any options which may be granted under the Share Option Scheme).

The Share Offer comprises the Placing and the Public Offer. A total of 250,000,000 Shares will be made available under the Share Offer, of which 225,000,000 Shares (subject to reallocation), representing 90% of the Offer Shares, will be conditionally placed under the Placing. The remaining 25,000,000 Shares (subject to reallocation), representing 10% of the Offer Shares, will be offered under the Public Offer. The allocation of the Offer Shares between the Public Offer and the Placing will be subject to adjustment as described in the section headed “Structure and Conditions of the Share Offer” in the Prospectus.

The Share Offer is fully underwritten by the Underwriters, subject to the terms and conditions of the Underwriting Agreements. Prospective investors of the Share Offer should note that the Underwriters are entitled, in their absolute discretion, to terminate their obligations under the Underwriting Agreements by notice in writing to the Company given by the Joint Lead Managers (for themselves and on behalf of the Underwriters) upon the occurrence of any of the events set out under the paragraph headed “Underwriting Arrangements and Expenses — Grounds for termination” in the section headed “Underwriting” in the Prospectus, at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, which is expected to be Thursday, 28 December 2017.

Application for the Public Offer Shares will only be considered on the basis of the terms and conditions as stated in the Prospectus and the related Application Forms. The Share Offer is conditional upon the fulfillment of the conditions set forth under the paragraph headed “Conditions of the Share Offer” in the section headed “Structure and Conditions of the Share Offer” in the Prospectus and the Underwriting Agreements. In the event that the conditions of the Share Offer as mentioned therein are not fulfilled (or waived, where applicable) in accordance with the terms and conditions of the Underwriting Agreements on or before the dates and times as specified therein, the Share Offer will lapse and the application monies received will be refunded to applicants of the Share Offer without interest and the Stock Exchange will be notified immediately. Notice of the lapse of the Share Offer will be published by the Company on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.smartglobehk.com on the next Business Day following the date of such lapse.

The Offer Price will not be more than HK\$0.28 per Offer Share and is expected to be not less than HK\$0.24 per Offer Share. Applicants under the Public Offer should pay, on application, the maximum Offer Price of HK\$0.28 per Offer Share plus 1% brokerage, 0.005% Stock Exchange trading fee and 0.0027% SFC transaction levy in full upon application for Public Offer Shares under the terms set out in the Application Forms, equal to a total of HK\$2,828.22 for the board lot of 10,000 Shares, subject to refund if the Offer Price as finally determined is lower than the maximum Offer Price of HK\$0.28 per Offer Share. The Offer Price is expected to be determined by the Price Determination Agreement between the Joint Lead Managers (for themselves and on behalf of the Underwriters) and the Company on the Price Determination Date, which is expected to be on Tuesday, 19 December 2017 or such later date as may be agreed between the Joint Lead Managers (for themselves and on behalf of the Underwriters) and the Company. If, for whatever

reason, the Joint Lead Managers (for themselves and on behalf of the Underwriters) and the Company are unable to reach agreement on the Offer Price on the Price Determination Date, the Share Offer will not become unconditional and will lapse. In case of such event, a notice will be published on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.smartglobehk.com.

Applicants who would like to have the allotted Public Offer Shares registered in their own names should either (i) complete and sign the **WHITE** Application Forms or (ii) submit applications online through the designated website of the **HK eIPO White Form** Service Provider at www.hkeipo.hk under the **HK eIPO White Form** service. Applicants who would like to have the allotted Public Offer Shares registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Wednesday, 13 December 2017 until 12:00 noon on Monday, 18 December 2017, from the following locations:

(i) the following offices of the Joint Lead Managers:

- (a) Ruibang Securities Limited
9/F Sang Woo Building
227–228 Gloucester Road
Wanchai
Hong Kong
- (b) Easy One Securities Limited
Room 2106B, 2108–2109
21/F Wing On Centre
111 Connaught Road
Central
Hong Kong
- (c) Head & Shoulders Securities Limited
Room 2511, 25/F
Cosco Tower
183 Queen's Road Central
Hong Kong

(ii) any of the following branches of the receiving bank, DBS Bank (Hong Kong) Limited:

District	Branch Name	Address
Hong Kong	North Point Branch	G/F, 391 King's Road, North Point
Kowloon	Mei Foo Branch Nathan Road — SME Banking Centre	Shops N26A & N26B, Stage V, Mei Foo Sun Chuen, 10 & 12 Nassau Street 2/F, Wofoo Commercial Building, 574–576 Nathan Road, Mongkok, Kowloon
New Territories	Tuen Mun Town Plaza — SME Banking Centre	Shop 23, G/F, Tuen Mun Town Plaza (II), 3 Tuen Lung Street, Tuen Mun

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Wednesday, 13 December 2017 until 12:00 noon on Monday, 18 December 2017 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or your stockbroker, who may have **YELLOW** Application Forms and the copies of the Prospectus available.

The completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "Ting Hong Nominees Limited — Smart Globe Public Offer" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, at the following times:

Wednesday, 13 December 2017 — 9:00 a.m. to 5:00 p.m.
Thursday, 14 December 2017 — 9:00 a.m. to 5:00 p.m.
Friday, 15 December 2017 — 9:00 a.m. to 5:00 p.m.
Saturday, 16 December 2017 — 9:00 a.m. to 1:00 p.m.
Monday, 18 December 2017 — 9:00 a.m. to 12:00 noon

The application lists will be open from 11:45 a.m. to 12:00 noon on Monday, 18 December 2017, the last application day or such later time as described in the section headed "How to Apply for Public Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

Applicants applying through **HK eIPO White Form** service may submit applications through the **HK eIPO White Form** Service Provider at www.hkeipo.hk (24 hours daily, except on the last application day) from 9:00 a.m. on Wednesday, 13 December 2017 until 11:30 a.m. on Monday, 18 December 2017 or such later time as described in the section "How to Apply for Public Offer Shares — 5. Applying through **HK eIPO White Form** Service" in the Prospectus.

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Wednesday, 13 December 2017 until 12:00 noon on Monday, 18 December 2017 or such later time as described in the section "How to Apply for Public Offer Shares — 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

If you are not a CCASS Investor Participant, you may instruct your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Public Offer Shares on your behalf.

You will be deemed to have authorised HKSCC and/or HKSCC Nominees to transfer the details of your application to the Company, the Joint Lead Managers and the Hong Kong Branch Share Registrar.

Please refer to the sections headed “Structure and Conditions of the Share Offer” and “How to Apply for Public Offer Shares” in the Prospectus for details of the conditions and procedures of the Public Offer.

All Share certificates will only become valid certificates of title when the Share Offer has become unconditional in all respects and neither of the Underwriting Agreements has been terminated in accordance with its respective terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date.

No receipt will be issued for application monies paid. The Company will not issue temporary documents of title.

All necessary arrangements have been made for the Shares to be admitted into CCASS. Subject to the granting by the Stock Exchange of the listing of and permission to deal in the Shares on GEM and the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date, which is expected to be Thursday, 28 December 2017 or any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The announcement of the final Offer Price, the level of indication of interest in the Placing, the level of applications of the Public Offer and the basis of allocation of the Public Offer Shares will be published on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.smartglobehk.com on Wednesday, 27 December 2017.

Results of allocations under the Public Offer, with the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) for the Public Offer, will be made available on Wednesday, 27 December 2017 and in the manner specified in the section headed “How to Apply for Public Offer Shares — 11. Publication of Results” in the Prospectus.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Thursday, 28 December 2017. Shares will be traded in board lots of 10,000 Shares. The GEM stock code for the Shares is 8485.

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

Hong Kong, 13 December 2017

As at the date of this announcement, the Executive Directors are Lam Tak Ling Derek, Chan Yee Yeung and Tse Yuen Shan Ivy and the Independent Non-executive Directors are Li Chun Hung, Ong Chor Wei and 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 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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement and a copy of the Prospectus will remain on the Stock Exchange's website at www.hkexnews.hk and in the case of this announcement, on the "Latest Company Announcements" page for at least seven days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company's website at www.smartglobehk.com.