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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)

THIRD QUARTERLY RESULTS ANNOUNCEMENT FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2020

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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 that 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.

*This announcement, for which the directors (the “**Directors**”) of Smart Globe Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (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 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.*

FINANCIAL HIGHLIGHTS

- The Group’s revenue amounted to approximately HK\$96.8 million for the nine months ended 30 September 2020 (nine months ended 30 September 2019: approximately HK\$103.9 million), representing a decrease of approximately 6.8% as compared to the nine months ended 30 September 2019.
- The profit attributable to owners of the Company is approximately HK\$10.9 million for the nine months ended 30 September 2020 (nine months ended 30 September 2019: approximately HK\$15.4 million), representing a decrease of approximately 29.6% as compared to the nine months ended 30 September 2019. The decrease is mainly due to the non-recurring professional fees incurred in relation to the transfer of listing of approximately HK\$3.2 million during the reporting period.
- Basic earnings per share for the nine months ended 30 September 2020 was approximately HK\$1.09 cents (nine months ended 30 September 2019: approximately HK\$1.54 cents).
- The board of Directors (the “**Board**”) does not recommend the payment of any interim dividend for the nine months ended 30 September 2020.

MANAGEMENT DISCUSSION AND ANALYSIS

OVERVIEW

In view of the uncertain global economy, the Group will strive to launch various credit controls, and further tighten the control over operating expenses, while streamlining production control and improving manufacturing efficiency with advanced machinery to minimise the labour cost and maximise the facility utilisation rate.

Business Review

As one of the leading printing service providers, the Group is engaged in its core business of printing books products and novelty and packaging products. It provides a full suite of services from pre-press to printing to finishing services, as well as producing custom-made and value added printing products.

For the nine months ended 30 September 2020, the Group recorded a decrease in its total revenue by approximately 6.8% to approximately HK\$96.8 million from approximately HK\$103.9 million for the nine months ended 30 September 2019. This was mainly due to decrease in sale in the book product segment in the United Kingdom (“**UK**”) and Hong Kong (“**HK**”). Profit attributable to owners of the Company was approximately HK\$10.9 million, representing a decrease of 29.6% from approximately HK\$15.4 million for the nine months ended 30 September 2019.

For the nine months ended 30 September 2020, approximately 84.4% of total revenue was contributed by the book products segment. Revenue contributed by the book products segment was approximately HK\$81.7 million, representing a decrease of approximately 6.1% compared to revenue contributed by the same segment for the nine months ended 30 September 2019 of approximately HK\$87.0 million. The decrease was mainly due to the decrease in orders placed by UK and HK customers with us.

Outlook

In the year ahead, the Group will continue to explore and capture new business opportunities for potential growth by enhancing our marketing strategy to expand our quality customer base and promote our one-stop printing services to existing and potential customers. The Group will also strive to further tighten control over its operating expenses and streamline the production processes.

Meanwhile, by leveraging its leading one-stop printing platform, the Group will continue to invest in enhancing its capabilities to improve the overall production efficiency and prepare for any opportunity and potential growth in the future.

Financial Review

Revenue

Our revenue decreased by approximately 6.8% from approximately HK\$103.9 million for the nine months ended 30 September 2019 to approximately HK\$96.8 million for the nine months ended 30 September 2020. This was mainly due to the decrease in orders placed by UK and HK customers with us.

Gross profit margin

Our overall gross profit margin decreased from approximately 33.7% for the nine months ended 30 September 2019 to approximately 32.9% for the nine months ended 30 September 2020. The decrease in gross profit margin was mainly due to keen competition in the market.

Other income

Our other income decreased by approximately 69.7% from approximately HK\$1.3 million for the nine months ended 30 September 2019 to approximately HK\$0.4 million in the corresponding period of this year. The decrease was mainly due to the decrease in government grant received during the period under review.

Other gains and losses

Our other gains decreased by approximately 57.7% from approximately HK\$0.6 million for the nine months ended 30 September 2019 to approximately HK\$0.3 million for the nine months ended 30 September 2020. This was mainly due to the decrease in exchange gain during the period under review.

Selling and distribution costs

Our distribution costs decreased by approximately 4.2% from approximately HK\$5.5 million for nine months ended 30 September 2019 to approximately HK\$5.3 million for the nine months ended 30 September 2020. This was mainly due to the decrease in transportation and freight charges resulting from lower sales volume.

Administrative expenses

Our administrative expenses decreased by approximately 17.2% from approximately HK\$12.3 million for the nine months ended 30 September 2019 to approximately HK\$10.2 million for the nine months ended 30 September 2020. The decrease was mainly due to the decrease of other taxation in the People's Republic of China (“**PRC**”) during the period under review.

Professional fee for Transfer of Listing

Our professional fee for the proposed transfer of the listing of the Company's shares from GEM of the Stock Exchange to Main Board of the Stock Exchange (the “**Proposed Transfer Application**”) is a one-off expenses of approximately HK\$3.2 million incurred during the reporting period. As six months had passed since the submission of the Proposed Transfer Application, the Proposed Transfer Application has lapsed. On 27 October 2020, a formal renewal application was made by the Company.

Finance costs

Our finance costs decreased by approximately 82.2% from approximately HK\$0.3 million for the nine months ended 30 September 2019 to approximately HK\$56,000 for the nine months ended 30 September 2020. This was mainly due to the Group having less outstanding balances of hire purchased plant and equipment during the period under review.

Income tax expense

Income tax expense decreased by approximately 13.0% from approximately HK\$3.4 million for the nine months ended 30 September 2019 to approximately HK\$2.9 million for the nine months ended 30 September 2020. It was mainly due to the decrease in assessable profits that was subject to taxation during the period under review.

Under the two-tiered profits tax rates regime in HK, the first HK\$2 million of profits will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. Tax on overseas profits has been calculated on the estimated assessable profits at the rates of tax prevailing in the countries in which the Group operates.

Profit for the period

As a result of the above factors, net profit for the period stood at approximately HK\$10.8 million.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2020, the interests of the Directors and their associates in the shares, underlying shares and debentures of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (the "SFO"), or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.48 to 5.67 of the GEM Listing Rules, were as follows:

Long positions

Ordinary shares of HK\$0.01 (the "Shares") each of the Company

Name of Director	Capacity	Number of Shares held	Percentage of the issued share capital of the Company
Lam Tak Ling Derek ("Mr. Lam")	Held by controlled corporation (note 1)	675,000,000	67.5%
Chan Yee Yeung ("Mr. Chan")	Held by controlled corporation (note 1)	675,000,000	67.5%
Tse Yuen Shan Ivy ("Ms. Tse")	Held by controlled corporation (note 2)	75,000,000	7.5%

Notes:

- (1) The Company is directly owned as to 67.5% by Master Sage Limited ("Master Sage"). Master Sage is directly owned as to 50% and 50% by Mr. Lam and Mr. Chan, respectively. By virtue of the SFO, each of Mr. Lam and Mr. Chan is deemed to be interested in the Shares held by Master Sage.
- (2) The Company is directly owned as to 7.5% by Fortune Corner Holdings Limited ("Fortune Corner"). Fortune Corner is directly wholly owned by Ms. Tse. By virtue of the SFO, Ms. Tse is deemed to be interested in the Shares held by Fortune Corner.

Other than as disclosed above, none of the Directors nor their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations as at 30 September 2020.

SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 September 2020, the following shareholders and persons (not being a Director or chief executive of the Company) had, or were deemed to have, interests or short positions in the Shares or underlying Shares of the Company which were recorded in the register required to be kept by the Company under section 336 of the SFO:

Name of shareholders	Capacity	Number of Shares held	Percentage of the issued share capital of the Company
Master Sage	Beneficial owner	675,000,000	67.5%
Fortune Corner	Beneficial owner	75,000,000	7.5%

Other than disclosed above, as at 30 September 2020, the Directors were not aware of any other persons who had interests or short positions in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company and recorded in the register required to be kept by the Company under section 336 of the SFO.

MANAGEMENT CONTRACT

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company, which were not a contract of service with any Director on any person engaged in full-time employment of the Company, were entered into or existed during the nine months ended 30 September 2020.

CONTROLLING SHAREHOLDER'S INTERESTS IN SIGNIFICANT CONTRACTS

As far as the Directors are aware, at no time during the nine months ended 30 September 2020 had the Company or any of its subsidiaries and the controlling Shareholder (as defined in the GEM Listing Rules) (the “**Controlling Shareholders**”) or any of its subsidiaries entered into any contract of significance or any contracts of significance for the provision of services by the Controlling Shareholder or any of its subsidiaries to the Company or any of its subsidiaries.

DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN A COMPETING BUSINESS

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 at any time during the nine months ended 30 September 2020.

Each of Controlling Shareholders (together, the "**Covenantors**") entered into a deed of non-competition in favour of the Group (the "**Deed of Non-competition**") on 4 December 2017, details of which are set out in the section headed "Relationship with Our Controlling Shareholders — Deed of Non-competition" in the prospectus of the Company dated 13 December 2017.

The Company received from each of the Covenantors confirmation on their respective compliance of the non-competition undertaking under the Deed of Non-competition for the nine months ended 30 September 2020. The independent non-executive Directors have reviewed the compliance of such undertaking and evaluated the effective implementation of the Deed of Non-competition, and they were satisfied with the Covenantors' compliance with their undertaking.

CORPORATE GOVERNANCE PRACTICES

The Company is committed to achieving high standards of corporate governance to safeguard the interests of its shareholders and enhance its corporate value. The Company's corporate governance practices are based on the principles, code provisions and certain recommended best practices as set out in the Corporate Governance Code and Corporate Governance Report in Appendix 15 to the GEM Listing Rules (the "**CG Code**").

During the nine months ended 30 September 2020, the Company has complied with the code provisions set out in the CG Code, except that Mr. Lam is currently performing the roles of chairman and chief executive officer of the Company. Under code provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should not be performed by the same individual. Considering Mr. Lam's strong expertise in the printing industry, the Board considered that the roles of chairman and chief executive officer being performed by Mr. Lam enables more effective and efficient overall business planning, decision making and implementation thereof by the Group. In order to maintain good corporate governance and fully comply with such code provision, the Board will regularly review the need to appoint different individuals to perform the roles of chairman and chief executive officer separately. Save as disclosed above, the Directors consider that throughout the nine months ended 30 September 2020, the Company has applied the principles and complied with all the applicable code provisions set out in the CG code.

DIVIDENDS

The Board does not recommend the payment of any interim dividend for the nine months ended 30 September 2020 (the nine months ended 30 September 2019: nil).

SHARE OPTION SCHEME

The Company has conditionally adopted a share option scheme on 4 December 2017 (the “**Scheme**”). The terms of the Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules. No share options have been granted since the adoption of the Scheme and there was no share option outstanding as at 30 September 2020.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY’S SECURITIES

Neither the Company nor any of its subsidiaries had purchased, sold, or redeemed any of the securities of the Company during the nine months ended 30 September 2020.

AUDIT COMMITTEE

The Company established an audit committee (the “**Audit Committee**”) on 4 December 2017 with written terms of reference in compliance with Rules 5.28 to 5.29 of the GEM Listing Rules. The Audit Committee currently comprises all three independent non-executive Directors, namely Mr. Li Chun Hung, Mr. Ong Chor Wei and Mr. Yam Kam Kwong, *JP*. The chairperson of the Audit Committee is Mr. Li Chun Hung, who holds the appropriate professional qualifications as required under Rule 5.28 of the GEM Listing Rules. None of the members of the Audit Committee are former partners of the Company’s existing external auditors.

The Board is pleased to announce the unaudited condensed consolidated results of the Group for the nine months ended 30 September 2020, together with the comparative figures for the nine months ended 30 September 2019, as follows:

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the nine months ended 30 September 2020

		Nine months ended	
		30 September	
		2020	2019
	<i>Notes</i>	HK\$'000	HK\$'000
		(Unaudited)	(Unaudited)
Revenue	3	96,777	103,856
Cost of sales		<u>(64,926)</u>	<u>(68,840)</u>
Gross Profit		31,851	35,016
Other income	4	390	1,289
Other gains and losses	5	272	643
Selling and distribution costs		(5,256)	(5,486)
Administrative expenses		(10,206)	(12,331)
Professional fee for Transfer of Listing		(3,194)	—
Finance costs		<u>(56)</u>	<u>(315)</u>
Profit before taxation		13,801	18,816
Taxation	6	<u>(2,941)</u>	<u>(3,379)</u>
Profit for the period		10,860	15,437
Other comprehensive expense for the period			
<i>Item that may reclassified subsequently to profit or loss:</i>			
Exchange differences arising from translation of a foreign operation		<u>746</u>	<u>(4,095)</u>
Total comprehensive income for the period		<u>11,606</u>	<u>11,342</u>
Earnings per share			
— Basic (<i>HK cent</i>)	8	<u>1.09</u>	<u>1.54</u>

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 30 September 2020

	Share capital HK\$'000	Share premium HK\$'000	PRC statutory reserves HK\$'000 (Note a)	Special reserve HK\$'000 (Note b)	Translation reserve HK\$'000	Retained profits HK\$'000	Total HK\$'000
At 1 January 2019	10,000	43,645	—	12,290	(2,570)	33,901	97,266
Profit for the period	—	—	—	—	—	15,437	15,437
Other comprehensive income — exchange differences arising from translation of a foreign operation	—	—	—	—	(4,095)	—	(4,095)
Total comprehensive income for the period	—	—	—	—	(4,095)	15,437	11,342
At 30 September 2019	10,000	43,645	—	12,290	(6,665)	49,338	108,608
At 1 January 2020	10,000	43,645	—	12,290	(3,656)	57,043	119,322
Profit for the period	—	—	—	—	—	10,398	10,398
Other comprehensive income — exchange differences arising from translation of a foreign operation	—	—	—	—	746	—	746
Total comprehensive income for the period	—	—	—	—	746	10,398	11,144
Transfer	—	—	64	—	—	(64)	—
Final dividend paid for the year ended 31 December 2019	—	—	—	—	—	(4,000)	(4,000)
At 30 September 2020	10,000	43,645	64	12,290	(2,910)	63,839	126,928

Notes:

- The People's Republic of China ("PRC") statutory reserves are non-distributable and the transfer to these reserves are determined according to the relevant laws in the PRC and by the board of directors of the PRC subsidiary in accordance with the Articles of Association of the subsidiary.
- The special reserve of the Group represented the difference between the nominal value of the share capital of the Company and the nominal value of the share capital of CP Printing Limited pursuant to a group reorganisation in preparation for the listing of the Company's shares.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 30 September 2020

1. GENERAL INFORMATION

Smart Globe Holdings Limited (the “**Company**”) was incorporated in the Cayman Islands on 5 May 2017 as an exempted company with limited liability under the Companies Law of the Cayman Islands. The address of the registered office of the Company is P.O. Box 1350, Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands. The shares of the Company have been listed on GEM of the Stock Exchange since 28 December 2017 (the “**Listing Date**”).

The Company acts as an investment holding company and its subsidiaries are principally engaged in production, distribution and printing of books, novelty and packaging products. There has been no significant change in the Group’s principal activities during the period under review.

1A. SIGNIFICANT EVENTS AND TRANSACTIONS IN THE CURRENT PERIOD

The Company and its subsidiaries (collectively referred to as the “**Group**”) suspended its manufacturing activities following the Chinese New Year holidays pursuant to the notices issued by the PRC government and resumed its operation on 10 February 2020 due to mandatory government quarantine measures in an effort to contain the spread of COVID-19, which resulted in postponement of certain customers’ orders. The directors of the Company considered the suspension of manufacturing activities due to COVID-19 had no material impact to the Group’s revenue and operation.

On 20 April 2020, the Company has submitted a formal application to the Stock Exchange for the proposed transfer of listing pursuant to Chapter 9A and Appendix 28 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Proposed Transfer Application**”). As six months had passed since the submission of the Proposed Transfer Application, the Proposed Transfer Application has lapsed. On 27 October 2020, a formal renewal application was made by the Company. During the period, approximately HK\$3,194,000 professional service fee was incurred relating to the transfer of listing.

2. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements of the Group have not been audited by the Company's auditors but have been reviewed by the Company's audit committee.

The unaudited condensed consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”), which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. The unaudited condensed consolidated financial statements have been prepared under the historical cost convention. They are presented in Hong Kong dollar (“**HK\$**”), and all values are rounded to the nearest thousand except otherwise indicated.

During the period, comparative figures for certain line items in the condensed consolidated statement of profit and loss and other comprehensive income have been reclassified to align with presentation in the annual financial statements of the Group for the year ended 31 December 2019 (the “**Annual Financial Statements**”). No further information is presented as there is no impact to profit before tax.

The accounting policies adopted in preparing the unaudited condensed consolidated financial statements are consistent with those applied in the annual financial statements for the year ended 31 December 2019.

The Group has not applied any new and revised HKFRSs which have been issued and are not yet effective for the current accounting period but is in the process of assessing their impact on the results of operation and financial position of the Group.

3. REVENUE AND SEGMENT INFORMATION

Revenue represents amounts received or receivable from production and printing of books, novelty and packaging products.

The information of revenue by types of products sold are as follows:

Revenue from goods recognised at a point in time:

	Nine months ended	
	30 September	
	2020	2019
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Book products	81,686	86,976
Novelty and packaging products	15,091	16,880
	<u>96,777</u>	<u>103,856</u>

4. OTHER INCOME

	Nine months ended	
	30 September	
	2020	2019
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Government grant	279	828
Bank and other interest income	102	109
Sundry income	9	352
	<u>390</u>	<u>1,289</u>

5. OTHER GAINS AND LOSSES

	Nine months ended 30 September	
	2020 <i>HK\$'000</i> (Unaudited)	2019 <i>HK\$'000</i> (Unaudited)
Reversal of impairment losses on trade receivables	188	113
Exchange gain	90	528
Gain on disposal of plant and equipment	(6)	2
	272	643
	272	643

6. TAXATION

	Nine months ended 30 September	
	2020 <i>HK\$'000</i> (Unaudited)	2019 <i>HK\$'000</i> (Unaudited)
The charge comprise:		
Hong Kong Profit Tax		
Charge for the period	2,610	2,650
Over provision in prior periods	(20)	—
	2,590	2,650
PRC Enterprise Income Tax (“EIT”)		
Charge for the period	330	696
Under provision in prior periods	21	33
	351	729
	2,941	3,379

Hong Kong Profits Tax is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million.

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiary is 25% for both periods.

7. DIVIDENDS

During the current period, a final dividend of HK0.4 cent per share in respect of the year ended 31 December 2019 (2019: nil for the year ended 31 December 2018) was declared and paid to the owners of the Company. The aggregate amount of the final dividend declared and paid in the period amounted to HK\$4,000,000 (2019: nil).

The directors of the Company have determined that no dividends will be paid or proposed in respect of the nine months period ended 30 September 2020.

8. EARNINGS PER SHARE

The calculation of the basic earnings per share for the period is based on the following data:

	Nine months ended	
	30 September	
	2020	2019
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Profit for the period attributable to owners of the Company	<u>10,860</u>	<u>15,437</u>
	Nine months ended	
	30 September	
	2020	2019
	'000	'000
	(Unaudited)	(Unaudited)
Weighted average number of ordinary shares	<u>1,000,000</u>	<u>1,000,000</u>

No diluted earnings per share is presented as there were no potential ordinary shares in issue during the periods.

The audit committee has reviewed this announcement and the Group's unaudited condensed consolidated financial results for the nine months ended 30 September 2020 and is of the opinion that the preparation of such results complied with applicable accounting standards and that adequate disclosure has been made in respect thereof.

By Order of the Board
Smart Globe Holdings Limited
Lam Tak Ling Derek
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 11 November 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, JP.

This announcement will remain on the "Latest Company Announcements" page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting and on the websites of the Company at <http://www.smartglobehk.com>.