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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)

SUPPLEMENTAL ANNOUNCEMENT

ACQUISITION OF 5% EQUITY INTERESTS IN THE TARGET COMPANY INVOLVING THE ISSUE OF CONSIDERATION SHARES UNDER GENERAL MANDATE

Reference is made to the announcement of Smart Globe Holdings Limited (the “**Company**”) dated 14 September 2022 (the “**Announcement**”) in relation to the discloseable transaction regarding the acquisition of 5% equity interest in Veivo Web Technology Limited involving the issue of consideration shares under the General Mandate. Unless the context otherwise requires, capitalized terms in this announcement shall have the same meanings as defined in the Announcement.

The Board wishes to provide the Shareholders and potential investors of the Company with additional information relating to the Acquisition as follows:

PUBLIC FLOAT

In order to maintain the public float of the Company upon Completion, Master Sage will take appropriate steps, including entering into a placing arrangement with a third party broker or agent to place down the Shares it owns of not less than the Shares required to ensure sufficient public float of the Company as required under the Listing Rule is maintained (i.e. 30,000,000 Shares, assuming no change in the shareholding of Master Sage and Fortune Corner in the Company and the total issued share capital of the Company prior to Completion) (the “**Place Down**”) to independent placee(s) (the “**Placee(s)**”).

The Placee(s) and its/their ultimate beneficial owner(s), shall be Independent Third Parties who are not related to each other or an party no acting in concert with any other Placee(s). Upon Completion, it is expected that none of the Placee(s) will become a substantial Shareholder.

Completion of the Place Down will take place simultaneously with Completion. Through the above arrangement, at least 25% of the Shares will be held by the public immediately before and after Completion.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, the Company has 1,020,000,000 Shares in issue. Assuming there are no other changes to the issued share capital of the Company, the following table summarises the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately following the Place Down and the allotment and issue of all the Consideration Shares:

	As at the date of this announcement		Immediately following the Place Down and the allotment and issue of all the Consideration Shares	
	Number of Shares	Approximate (%)	Number of Shares	Approximate (%)
Master Sage Limited (“ Master Sage ”) (Note 1)	675,000,000	66.18%	645,000,000	53.75%
Fortune Corner Holdings Limited (“ Fortune Corner ”) (Note 2)	75,000,000	7.35%	75,000,000	6.25%
The Vendor	—	—	180,000,000	15.00%
The Placee(s)	—	—	30,000,000	2.50%
Other public Shareholders	270,000,000	26.47%	270,000,000	22.50%
Total	<u>1,020,000,000</u>	<u>100.00%</u>	<u>1,200,000,000</u>	<u>100.00%</u>

Notes:

- As at the date of this announcement and immediately after Completion, the Company is directly owned as to approximately 66.18% and 53.75% by Master Sage, respectively. Master Sage is directly owned as to 50% and 50% by Mr. Lam Tak Ling Derek (“**Mr. Lam**”) and Mr. Chan Yee Yeung (“**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.
- As at the date of this announcement and immediately after Completion, the Company is directly owned as to approximately 7.35% and 6.25% by Fortune Corner, respectively. Fortune Corner is directly wholly owned by Ms. Tse Yuen Shan Ivy (“**Ms. Tse**”). By virtue of the SFO, Ms. Tse is deemed to be interested in the Shares held by Fortune Corner.

CONSIDERATION

Pursuant to the Agreement, as to the remaining HK\$30 million of the Consideration shall be satisfied by way of payment in cash (or such other method agreed between the Parties). The Company intend to fund the balance through a variety of means, including our internal resources, cash generated from our operations and/or debt financing.

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

Hong Kong, 15 September 2022

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.