

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



SMART GLOBE HOLDINGS LIMITED

竣球控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1481)

HIGH CONCENTRATION OF SHAREHOLDING

This announcement is made at the request of the Stock Exchange in respect of the concentration of the shareholding of the Company in the hands of a limited number of Shareholders as at 27 January 2026.

In view of the high concentration of shareholding in a small number of Shareholders, the Shareholders and prospective investors should be aware that the price of the Shares could fluctuate substantially even with a small number of Shares traded and should exercise extreme caution when dealing in the Shares.

This announcement is made at the request of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in respect of the concentration of the shareholding of Smart Globe Holdings Limited (the “**Company**”) in the hands of a limited number of shareholders of the Company (the “**Shareholders**”) as at 27 January 2026.

HIGH CONCENTRATION OF SHAREHOLDING

The Company noted that an announcement has been published by the Securities and Futures Commission (the “**SFC**”) on 5 February 2026 (the “**SFC Announcement**”). As disclosed in the SFC Announcement, the SFC has recently completed an enquiry into the shareholding of the Company. The SFC’s findings suggested that, as at 27 January 2026, 20 Shareholders held an aggregate of 176,460,000 shares of the Company (the “**Shares**”), representing 17.30% of the issued Shares. Such shareholding, together with 750,000,000 Shares (representing 73.53% of the issued Shares) held by a substantial shareholder of the Company, represented 90.83% of the issued Shares. Therefore, only 93,540,000 Shares (representing 9.17% of the issued Shares) were held by other Shareholders.

Based on the SFC Announcement, as at 27 January 2026, the shareholding structure of the Company was as follows:

	Number of Shares held <i>(Shares)</i>	% of total number of issued Shares <i>(%)</i>
TeraMetal Holdings Limited (<i>Note 1</i>)	750,000,000	73.53
A group of 20 shareholders	176,460,000	17.30
Other shareholders	93,540,000	9.17
	<hr/>	<hr/>
Total	1,020,000,000	100.00
	<hr/> <hr/>	<hr/> <hr/>

Note 1: TeraMetal Holdings Limited is wholly-owned by Mr. NG Ho Lun, an Executive Director and Chairman of the Company.

As stated in the SFC Announcement:

- (i) The closing price of the Shares rose 275% from HK\$0.80 on 9 October 2025 to HK\$3.00 on 27 January 2026.
- (ii) As at 4 February 2026, the price of the Shares closed at HK\$2.94, representing an increase of 268% from the closing price of HK\$0.80 on 9 October 2025.

The information above is extracted from the SFC Announcement and the board (the “**Board**”) of directors (each a “**Director**” and collectively, the “**Directors**”) of the Company has not independently verified such information. Accordingly, the Board is not in a position to comment on the accuracy of the above information except for (1) the Shares held by TeraMetal Holdings Limited (wholly owned by Mr. Ng Ho Lun, an executive Director and chairman of the Company) which are based on the latest available disclosure of interests notices filed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (2) the information set out in paragraphs (i) and (ii) above. Please refer to the SFC Announcement for more information.

RESPONSE TO THE SFC ANNOUNCEMENT

In response to the SFC Announcement, the Directors would like to provide the following additional information: To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, the 20 Shareholders and their respective related parties holding an aggregate of 176,460,000 Shares, representing 17.30% of the issued Shares as at 27 January 2026, are independent third parties and are not connected persons (as defined under the Rules Governing the Listing of Securities on the Stock Exchange) of the Company and its connected persons.

PUBLIC FLOAT

As disclosed in the Company's announcement dated 1 August 2023, TeraMetal Holdings Limited entered into a secondary block trade agreement (the "**Secondary Block Trade Agreement**") with a manager (the "**Manager**") on 25 July 2023 to place down up to 154,260,000 Shares held by it (the "**Placing**"), in order to restore the public float of the Company as required under Rule 8.08(1)(a) of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"). Completion of the Placing took place on 1 August 2023 and 154,260,000 Shares were placed through the Manager to not less than six placees (the "**Placees**"). Upon completion of the Placing, to the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, each of the Placees and their respective ultimate beneficial owners (i) are independent of and not connected with the Company and its connected persons (as defined under the Listing Rules); and (ii) have not become a substantial shareholder of the Company immediately upon completion of the Placing.

Based on the information available and to the Directors' best knowledge after making all reasonable enquiries, the Company confirms that not less than 25% of the Company's issued Shares are held in the hands of the public as at 27 January 2026 and as at the date of this announcement, and the Company is able to comply with the public float requirement under the Listing Rules.

In view of the high concentration of shareholding in a small number of Shareholders, the Shareholders and prospective investors should be aware that the price of the Shares could fluctuate substantially even with a small number of Shares traded and should exercise extreme caution when dealing in the Shares. Further, as a result of the high concentration of shareholding, the Company's securities may not have a genuine market or its shareholding may have been concentrated in the hands of a few Shareholders.

By order of the Board
Smart Globe Holdings Limited
Ng Ho Lun
Chairman

Hong Kong, 5 February 2026

As at the date of this announcement, the executive Directors are Mr. NG Ho Lun, Mr. CHU Lok Fung Barry, Mr. CHEN Kun and Mr. LAM Tak Ling Derek; and the independent non-executive Directors are Dr. WU Ka Chee Davy, Mr. YIU Ho Chi Stephen and Ms. LAW Ying Wai Denise.