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StarGlory Holdings Company Limited **榮暉控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8213)

(1) RESIGNATION OF CHAIRLADY AND EXECUTIVE DIRECTOR (2) APPOINTMENT OF CHAIRMAN AND EXECUTIVE DIRECTOR (3) CHANGE OF COMPOSITION OF BOARD COMMITTEES; AND (4) CHANGE OF AUTHORIZED REPRESENTATIVE AND COMPLIANCE OFFICER

The board (the “**Board**”) of directors (the “**Director(s)**”) of StarGlory Holdings Company Limited (the “**Company**”) wishes to announce that:

- (i) Ms. Huang Li (“**Ms. Huang**”) has resigned as an executive Director and the chairlady of the Board with effect from 1 June 2023;
- (ii) Ms. Huang will cease to be the chairlady of nomination committee of the Board, a member of remuneration committee of the Board and a member of the corporate governance committee of the Board with effect from 1 June 2023;
- (iii) Mr. Zhang Tao (“**Mr. Zhang**”) has been appointed as an executive Director and the chairman of the Board with effect from 1 June 2023;
- (iv) Mr. Zhang has been appointed as the chairman of nomination committee of the Board, a member of remuneration committee of the Board and a member of the corporate governance committee of the Board; and
- (v) Ms. Huang has ceased to be an authorized representative (“**Authorized Representative**”) of the Company under Rule 5.24 of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (“**GEM Listing Rules**”) and compliance officer (“**Compliance Officer**”) under Rule 5.19 of the GEM Listing Rules and Mr. Zhang has been appointed as an Authorized Representative and Compliance Officer with effect from 1 June 2023.

RESIGNATION OF CHAIRLADY AND EXECUTIVE DIRECTOR

The Board wishes to announce that Ms. Huang has resigned as an executive Director and the chairlady of the Board with effect from 1 June 2023 in order to devote more time to her other business commitment.

Ms. Huang confirmed that she has no disagreement with the Board and there is no matter relating to her resignation that needs to be brought to the attention of the shareholders of the Company.

The Company would like to express its gratitude to Ms. Huang for her contributions during her tenure of office.

APPOINTMENT OF CHAIRMAN AND EXECUTIVE DIRECTOR

Following the resignation of Ms. Huang, Mr. Zhang has been appointed as an executive Director and the chairman of the Board with effect from 1 June 2023.

Mr. Zhang Tao (張韜), aged 42, has over 10 years of experience in the management of companies in the information technology industry. Mr. Zhang obtained a bachelor degree with major in Media Studies from Massey University in New Zealand in May 2006.

Before joining the Company, Mr. Zhang was appointed as the chief information officer of Fast Key Holdings Limited, a wholly owned subsidiary of Shenzhen Mingwah Aohan High Technology Corporation Limited* (深圳市明華澳漢科技股份有限公司) (previous stock code: 8301) (“**Shenzhen Mingwah**”), whose principal business included (i) the trading of card application systems and the provision of application development services in the People’s Republic of China and (ii) the trading of liquor products, the issued shares of which were previously listed on the GEM of the Stock Exchange but delisted in December 2021, from July 2016 to June 2017. Since July 2017, he also served as the chief information officer of Mingwah Aohan Investment Group Limited, another subsidiary of Shenzhen Mingwah.

From April 2017 to May 2021, Mr. Zhang was an executive director of Shenzhen Mingwah. Mr. Zhang was further appointed as the chairman of the board of directors of Shenzhen Mingwah in January 2018 and redesignated from executive director to non-executive director in May 2021. Mr. Zhang resigned as a non-executive director and chairman of the board of directors of Shenzhen Mingwah in October 2022 following its delisting from the Stock Exchange.

According to Shenzhen Mingwah’s announcement dated 29 November 2021, Mr. Zhang served as a member of the board of directors of Shenzhen Mingwah when its business operation and financial position were severely affected by the unprecedented COVID-19 pandemic from 2020 to 2021. Shenzhen Mingwah was unable to identify potential business and investment opportunities to expand its sources of income during the COVID-19 pandemic.

Despite Shenzhen Mingwah being delisted during Mr. Zhang’s directorship, the Board considers that there is no evidence that the delisting of Shenzhen Mingwah involved any act of dishonesty, fraud or case doubt on Mr. Zhang’s integrity which would affect his suitability as a director of the Company.

For details of and the background of the delisting of Shenzhen Mingwah, please refer to the announcements of Shenzhen Mingwah dated 2, 3, 11 and 17 November 2020, 11 February 2021, 11 May 2021, 11 and 18 August 2021, 6 September 2021 and 15 and 29 November 2021.

In accordance with the articles of association of the Company, Mr. Zhang will hold office until the first general meeting of the Company after his appointment and shall then be eligible for re-election. Mr. Zhang will be subject to rotation requirements as contained in the articles of association of the Company and shall retire from office by rotation at least once every three years.

Mr. Zhang will be entitled to receive a Director’s fee of HK\$20,000 per month, which was determined by the remuneration committee of the Company with reference to his duties, responsibilities, qualifications, experiences and the prevailing market conditions.

Save as disclosed above, as at the date of this announcement, Mr. Zhang has confirmed that he (i) does not hold any other positions in the Group; (ii) does not hold any other directorships in the last three years up to the date of this announcement in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not have any other major appointments and professional qualifications; (iv) does not have any relationship with any Directors, senior management, substantial shareholders, or controlling shareholders of the Company; and (v) does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed in this announcement, there is no other information relating to Mr. Zhang that is required to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters in relation to the appointment of Mr. Zhang that need to be brought to the attention of the shareholders of the Company.

The Board would like to extend its warm welcome to Mr. Zhang for his appointment to the Board.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

Following the resignation of Ms. Huang, she will cease to be the chairlady of nomination committee of the Board, a member of remuneration committee of the Board and a member of the corporate governance committee of the Board.

Subsequent to the appointment of Mr. Zhang as an executive Director and the chairman of the Board, Mr. Zhang has been appointed as the chairman of nomination committee of the Board, a member of remuneration committee of the Board and a member of the corporate governance committee of the Board.

CHANGE OF AUTHORIZED REPRESENTATIVE AND COMPLIANCE OFFICER

The Board further announces that with effect from 1 June 2023, Ms. Huang has ceased to be an Authorized Representative and Compliance Officer and Mr. Zhang has been appointed as an Authorized Representative and Compliance Officer.

By order of the Board
StarGlory Holdings Company Limited
Zhang Tao
Chairman

Hong Kong, 1 June 2023

As at the date of this announcement, the executive Directors are Mr. Zhang Tao and Mr. Wu Xiaowen; and the independent non-executive Directors are Mr. Chan Yee Ping Michael, Mr. Yang Haiyu and Mr. Zeng Shiquan.

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 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.

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