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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 INDEPENDENT NON-EXECUTIVE DIRECTOR; (2) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; AND (3) CHANGE OF COMPOSITION OF BOARD COMMITTEES

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

- (i) Mr. Zeng Shiquan (“**Mr. Zeng**”) has resigned as an independent non-executive Director with effect from 4 July 2023;
- (ii) Mr. Zeng has ceased to be a member of the audit committee of the Board (the “**Audit Committee**”), a member of the nomination committee of the Board (the “**Nomination Committee**”) and a member of the corporate governance committee of the Board (the “**Corporate Governance Committee**”) with effect from 4 July 2023;
- (iii) Mr. Feng Xingwei (“**Mr. Feng**”) has been appointed as an independent non-executive Director with effect from 4 July 2023; and
- (iv) Mr. Feng has been appointed as a member of the Audit Committee, a member of the Nomination Committee and a member of the Corporate Governance Committee with effect from 4 July 2023.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board wishes to announce that Mr. Zeng has resigned as an independent non-executive Director with effect from 4 July 2023 in order to devote more time to his other personal commitment.

Mr. Zeng confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Company would like to express its gratitude to Mr. Zeng for his contributions during his tenure of office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Following the resignation of Mr. Zeng, Mr. Feng has been appointed as an independent non-executive Director with effect from 4 July 2023.

Mr. Feng Xingwei (馮星璋), aged 38, has over 10 years of experience in investment management, in particular within the information technology and semi-conductor industry. Mr. Feng obtained a bachelor's degree with major in Accounting and Finance from the University of East London in United Kingdom in September 2008 and his qualification for fund investment from the Asset Management Association of China* (中國證券投資基金業協會) in July 2021.

Before joining the Company, from July 2010 to May 2013, Mr. Feng worked as a manager in the post-investment management department at Zhejiang Zheshang Venture Capital Company Limited* (浙江商創業投資管理有限公司) (currently known as 浙商創投股份有限公司) (stock code: 834089), a company listed on the National Equities Exchange and Quotations* (全國中小企業股份轉讓系統) (the "NEEQ"), whose business included investment management and asset management consultancy in the PRC, and subsequently as an investment manager at Shanghai New Access Capital Management Co., Ltd.* (上海漢韜股權投資管理有限公司) (currently known as 上海漢理股權投資管理股份有限公司), whose business included equity investment management in the PRC, from May 2013 to April 2014. Mr. Feng joined Shanghai Zhong Hui Jin Investment Co., Ltd.* (上海中匯金投資集團股份有限公司) ("**Shanghai ZHJ Group**"), whose business included equity investment, investment management and asset management in the PRC and has held various position in its respective subsidiaries in the PRC since April 2014. He is currently the chief investment director of the equity department at Shanghai Zhong Hui Jin Chuang Ye Investment Co., Ltd.* (上海中匯金創業投資管理有限公司), a direct wholly-owned subsidiary of Shanghai ZHJ Group, whose business included venture capital, investment management and asset management in the PRC.

Since May 2017, Mr. Feng has been a supervisor of Beijing Xiaoqing Environmental Protection Engineering Co., Ltd.* (曉清環保科技股份有限公司) (previous stock code: 871116) ("**Xiaoqing Environmental**"), a company previously listed on the NEEQ but delisted in September 2018, whose principal business comprises of water, solid waste and new energy source treatment, and environmental engineering.

Despite Xiaoqing Environmental being delisted during Mr. Feng's supervisorship, based on the confirmation by Mr. Feng, there is no evidence that the delisting of Xiaoqing Environmental involved any act of dishonesty, fraud or cast doubt on Mr. Feng's integrity which would affect his suitability as a director of the Company, and taking into account the fact that Mr. Feng did not involve in the day to day management of Xiaoqing Environmental as he only served a supervisor.

Mr. Feng has entered into a letter of appointment with the Company in relation to his appointment as an independent non-executive Director for a term of one year with effect from 4 July 2023 which is terminable by not less than one month's notice in writing served by either party. The appointment is subject to retirement by rotation and re-election at the next general meetings in accordance with the articles of association of the Company and the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the "**GEM Listing Rules**"). Mr. Feng is entitled to a remuneration of HK\$180,000 per annum with a discretionary bonus, which is determined by the Board upon recommendation from 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. Feng 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. Feng 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. Feng 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. Feng for his appointment to the Board.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

Following the resignation of Mr. Zeng, he has ceased to be a member of the Audit Committee, a member of the Nomination Committee and a member of the Corporate Governance Committee with effect from 4 July 2023.

Subsequent to the appointment of Mr. Feng as an independent non-executive Director, Mr. Feng has been appointed as a member of the Audit Committee, a member of the Nomination Committee, and a member of the Corporate Governance Committee with effect from 4 July 2023.

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

Hong Kong, 4 July 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. Feng Xingwei.

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.

This announcement will remain on the “Latest Listed Company Information” page of The Stock Exchange of Hong Kong Limited website at www.hkexnews.hk for at least 7 days from the date of its posting and the website of the Company at www.stargloryhcl.com.

* *For identification only*