

StarGlory Holdings Company Limited

榮暉控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8213)

FORM OF PROXY FOR USE BY SHAREHOLDERS
AT THE ANNUAL GENERAL MEETING OF
STARGLORY HOLDINGS COMPANY LIMITED (THE “COMPANY”)
TO BE HELD ON FRIDAY, 22 SEPTEMBER 2023 AT 10:00 A.M.
AT 11/F, TOWER B, ANLIAN BUILDING, 4018 JINTIAN ROAD, FUTIAN DISTRICT, SHENZHEN, CHINA
(AND ANY ADJOURNMENT THEREOF)
(THE “AGM”)

I/We⁽¹⁾

of

being the registered holder(s) of⁽²⁾ _____ shares (the “Shares”) of HK\$0.08 each in the capital of the Company, **HEREBY APPOINT THE CHAIRMAN OF THE AGM⁽³⁾** or _____

of

as my/our proxy, to attend and act for me/us and on my/our behalf at the AGM⁽⁴⁾ for the purpose of considering and, if thought fit, passing the resolutions to be put to the AGM as set out in the notice of the AGM dated 31 August 2023 (the “Resolutions”) and at the AGM to vote on behalf of me/us and in my/our name(s) in respect of such Resolutions as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		For ⁽⁵⁾	Against ⁽⁵⁾
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and auditors of the Company for the financial year ended 31 March 2023.		
2.	(a) To re-elect Mr. Zhang Tao as an executive director of the Company;		
	(b) To re-elect Mr. Li Hongchen as an executive director of the Company;		
	(c) To re-elect Mr. Feng Xingwei as an independent non-executive director of the Company; and		
	(d) To re-elect Ms. Liao Sijie as an independent non-executive director of the Company.		
3.	To authorise the board of directors (the “Directors”) of the Company to fix the ordinary remuneration of the Directors for the year ending 31 March 2024.		
4.	To re-appoint PKF Hong Kong Limited, Certified Public Accountants, as the auditor of the Company and to authorise the Directors to fix the remuneration of the auditor.		
5.	To grant a general mandate to the Directors to allot, issue and/or deal with the Shares.		
6.	To grant a general mandate to the Directors to repurchase the Shares.		
7.	To extend the general mandate granted to the Directors to allot, issue and deal with additional Shares pursuant to resolution no. 5 by the amount of the Shares repurchased by the Company pursuant to resolution no. 6.		
8.	(i) Conditional upon The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal, such number of shares of the Company (the “Shares”) which may fall to be issued and allotted pursuant to the exercise of any options which may be granted under the new share option scheme of the Company (the “New Share Option Scheme”), the principal terms of which are set out in the printed documents marked “A” now produced to the meeting and for the purpose of identification signed by the Chairman hereof, the rules of the New Share Option Scheme be and are hereby approved and adopted to be the new share option scheme of the Company; and that the Directors be and are hereby authorised to grant options to allot, issue and deal in the Shares as maybe required to be allotted and issued upon the exercise of any option granted thereunder and to take all such steps as may be necessary or desirable to implement the New Share Option Scheme;		
	(ii) The total number of Shares which may be awarded by the Company for the purpose of the New Share Option Scheme pursuant to the resolutions numbered 8(i) above, together with any issue of Shares upon the exercise of any options and awards granted under any other share schemes of the Company as may from time to time be adopted by the Company, shall not in aggregate exceed 10% of the total number of issued Shares as at the date of the passing of this resolution; and		
	(iii) the total number of Shares which may be awarded to all service providers pursuant to all share schemes of the Company shall not exceed 1% of the total number of issued Shares as at the date of the passing of this resolution.		
Special Resolution			
9.	To approve the proposed amendments to the existing memorandum and articles of association of the Company and to adopt the amended and restated memorandum and articles of association of the Company (the “Amended M&A”) in substitution for and to the exclusion of the existing memorandum and articles of association of the Company, and authorise any director or company secretary of the Company to do all things necessary to give effect to the proposed amendments and the adoption of the Amended M&A.		

Dated this _____ day of 2023

Signature(s)^(6, 7 and 8): _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out the words “the Chairman of the AGM or” and insert the name and address of the proxy in the space provided. If no amendment is made, the Chairman of the AGM shall be deemed to have been appointed as your proxy. The proxy appointed by you need not be a member of the Company but must attend the AGM in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the AGM if you so wish. If you attend and vote at the AGM, the authority given to your proxy by this form of proxy will be revoked.
- IMPORTANT: If you wish to vote for a resolution, please put a tick in the relevant box under “For”. If you wish to vote against a resolution, please put a tick in the relevant box under “Against”. If no direction is given as to how the proxy shall vote on any particular resolution, your proxy will be entitled to exercise his/her discretion as to whether he/she votes and, if so, how. Save to the extent of any instructions as aforesaid, this form of proxy gives absolute authority to the proxy to do all such things (including voting or abstaining as he/she may in his/her absolute discretion consider appropriate) in respect of any business which might arise at the AGM.**
- In order to be valid, this form of proxy accompanied by a power of attorney (if any) or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting (as the case may be) and in default thereof the form of proxy and such power of attorney or other authority shall not be treated as valid.
- In the case of joint registered holders, the vote of the senior who tenders a vote, whether personally or by proxy, will be accepted to the exclusion of the votes of the other joint holders(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of such joint holding.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or signed on its behalf by an officer, attorney or other person duly authorised to sign the same.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the AGM (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, share registrar, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Computershare Hong Kong Investor Services Limited.