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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 22 SEPTEMBER 2023

Reference is made to the notice (the “**Notice**”) of annual general meeting (the “**AGM**”) of StarGlory Holdings Company Limited (the “**Company**”) and the circular (the “**Circular**”) of the Company both dated 31 August 2023. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as defined in the Circular.

The AGM was held at 10:00 a.m. on 22 September 2023 at 11/F, Tower B, Anlian Building, 4018 Jintian Road, Futian District, Shenzhen, China. The AGM was convened by the Board and chaired by Mr. Zhang Tao (“**Mr. Zhang**”), the executive Director of the Company. All of the Directors attended the AGM, Mr. Zhang and Mr. Li Hongchen attended the AGM in person, and Mr. Chan Yee Ping Michael, Mr. Feng Xingwei and Ms. Liao Sijie attended the AGM by video conference.

POLL RESULTS OF THE AGM

The Board is pleased to announce that at the AGM held on Friday, 22 September 2023, all the proposed resolutions as set out in the Notice were duly passed by the Shareholders by way of poll. Please refer to the Notice for the full version of the ordinary resolutions and special resolution.

Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar in Hong Kong, was appointed as the scrutineer for the vote-taking at the AGM.

The poll results of all the resolutions proposed at the AGM are as follows:

Resolutions proposed at the AGM as ordinary resolution		No. of votes ^(Note) (approximate percentage of total number of cast vote)	
		For (no. of Shares/%)	Against (no. of Shares/%)
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.	297,368,334 (100%)	0 (0%)

Resolutions proposed at the AGM as ordinary resolution		No. of votes ^(Note) (approximate percentage of total number of cast vote)	
		For (no. of Shares/%)	Against (no. of Shares/%)
2.	(a) To re-elect Mr. Zhang Tao as an executive director of the Company;	297,368,334 (100%)	0 (0%)
	(b) To re-elect Mr. Li Hongchen as an executive director of the Company;	297,368,334 (100%)	0 (0%)
	(c) To re-elect Mr. Feng Xingwei as an independent non-executive director of the Company; and	297,368,334 (100%)	0 (0%)
	(d) To re-elect Ms. Liao Sijie as an independent non-executive director of the Company.	297,368,334 (100%)	0 (0%)
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.	297,368,334 (100%)	0 (0%)
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.	297,368,334 (100%)	0 (0%)
5.	To grant a general mandate to the Directors to allot, issue and/or deal with the Shares.	297,368,334 (100%)	0 (0%)
6.	To grant a general mandate to the Directors to repurchase the Shares.	297,368,334 (100%)	0 (0%)
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.	297,368,334 (100%)	0 (0%)

Resolutions proposed at the AGM as ordinary resolution		No. of votes ^(Note) (approximate percentage of total number of cast vote)	
		For (no. of Shares/%)	Against (no. of Shares/%)
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;	297,368,334 (100%)	0 (0%)
	(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	297,368,334 (100%)	0 (0%)
	(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.	297,368,334 (100%)	0 (0%)

Resolutions proposed at the AGM as special resolution		No. of votes ^(Note) (approximate percentage of total number of cast vote)	
		For (no. of Shares/%)	Against (no. of Shares/%)
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.	297,368,334 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of each of the ordinary resolutions and more than 75% of the votes were cast in favour of the special resolution, all such resolutions were duly passed at the AGM by way of poll.

As at the date of the AGM, the total number of issued Shares of the Company was 520,771,875, all of the holders of which were entitled to attend and vote for or against all the resolutions proposed at the AGM. There were no restrictions on any Shareholders to cast votes on any of the proposed resolutions at the AGM. None of the Shareholders had stated their intention in the Circular to vote against the proposed resolutions at the AGM or are required under the GEM Listing Rules to abstain from voting at the AGM.

Note: The number of votes and percentage are based on the total number of Shares held by the Shareholders who voted at the AGM in person or by proxy.

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

Hong Kong, 22 September 2023

As at the date of this announcement, the executive Directors are Mr. Zhang Tao and Mr. Li Hongchen; and the independent non-executive Directors are Mr. Chan Yee Ping Michael, Mr. Feng Xingwei and Ms. Liao Sijie.

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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