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

The board (the “**Board**”) of directors (the “**Director(s)**”) of StarGlory Holdings Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) wishes to announce that:

- (i) Mr. Feng Xingwei (“**Mr. Feng**”) and Ms. Liao Sijie (“**Ms. Liao**”) have resigned as independent non-executive Directors with effect from 11 December 2023;
- (ii) Mr. Feng has ceased to be a member of the audit committee of the Board (the “**Audit Committee**”), nomination committee of the Board (the “**Nomination Committee**”) and corporate governance committee of the Board (the “**Corporate Governance Committee**”) with effect from 11 December 2023;
- (iii) Ms. Liao has ceased to be a member of the Audit Committee and the chairlady of the remuneration committee of the Board (the “**Remuneration Committee**”) with effect from 11 December 2023;
- (iv) Ms. Pang Xiaoli (“**Ms. Pang**”) and Ms. Zhang Wenjuan (“**Ms. Zhang**”) have been appointed as independent non-executive Directors with effect from 11 December 2023;
- (v) Ms. Pang has been appointed as a member of the Audit Committee, the Nomination Committee and the Corporate Governance Committee with effect from 11 December 2023; and
- (vi) Ms. Zhang has been appointed as a member of the Audit Committee and the chairlady of the Remuneration Committee with effect from 11 December 2023.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board wishes to announce that Mr. Feng and Ms. Liao have resigned as independent non-executive Directors of the Company with effect from 11 December 2023 in order to devote more time to their other business commitments.

Mr. Feng and Ms. Liao have respectively confirmed that each of them has no disagreement with the Board and there is no matter relating to their resignations that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to take this opportunity to express its gratitude to Mr. Feng and Ms. Liao for their valuable contribution to the Company during their tenure of service.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Following the resignation of Mr. Feng and Ms. Liao, Ms. Pang and Ms. Zhang have been appointed as independent non-executive Directors with effect from 11 December 2023.

The biographical details to Ms. Pang are set out as follows:

Ms. Pang Xiaoli (龐曉莉女士), age 45, obtained a bachelor degree in economics from Dongbei University of Finance and Economics (東北財經大學) in July 2002 and a master degree in executive master of business administration from Cheung Kong Graduate School of Business (長江商學院) in September 2018.

From July 2018 to August 2020, Ms. Pang served as an executive director, the chief executive officer, compliance officer and authorised representative of Greatwalle Inc. (a company listed on GEM of the Stock Exchange, stock code: 08315), which engaged in, among others, security guarding, property management, business advisory and asset management services. From May 2013 to August 2020, Ms. Pang was the executive director and chief financial officer of Shenzhen Great Walle Investment Corp., Ltd.* (深圳長城匯理投資股份有限公司). Since November 2022, Ms. Pang has been acting as an executive director and general manager of Shenzhen Luchi Nanjiang Private Equity Fund Management Co.* (深圳鹿馳南疆私募股權投資基金管理有限公司), responsible for overall operation of the company.

As at the date of this announcement, Ms. Pang is interested in 410,000 shares of the Company, representing approximately 0.08% of the total issued shares in the Company.

The biographical details of Ms. Zhang are set out as follows:

Ms. Zhang Wenjuan (張文娟女士), age 36, has over seven years of experience in electric power industry. Ms. Zhang obtained a bachelor of business in hotel management from the Griffith University in Australia in December 2012.

Before joining the Company, from March 2020 to February 2023, Ms. Zhang served as an officer of the strategic development department in Hua Zhong State Power Group Co., Ltd. (Beijing Branch)* (華中國電電力集團有限公司) (北京分公司), which engaged in, among others, purchase and sale of electricity, construction and operation of power grids, substations and power facilities, research and development related to power supply, new energy development and power engineering. From January 2016 to December 2019, Ms. Zhang served as a marketing management specialist (營銷管理專員) of the technical department in Beijing Ecom-Rise Energy Technology Co., Ltd.* (北京意科瑞思能源技術有限公司), which engaged in, among others, supply of new energy and industrial electricity. From March 2013 to December 2015, Ms. Zhang served as a clerk in Guodian Zhongshang Suniteyou Banner Windpower Co.* (國電中商蘇尼特右旗風電有限公司), which engaged in, among others, development, construction, operation, maintenance and management of wind and solar farms.

Each of Ms. Pang and Ms. Zhang has entered into a letter of appointment with the Company in relation to their appointment as independent non-executive Directors for a term of one year with effect from 11 December 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 GEM of the Stock Exchange (the "GEM Listing Rules"). Each of Ms. Pang and Ms. Zhang 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 their duties, responsibilities, qualifications, experiences and the prevailing market conditions.

Save as disclosed above, as at the date of this announcement, each of Ms. Pang and Ms. Zhang has respectively confirmed that (i) each of them has not held any other positions in the Group; (ii) each of them has not held any other directorship 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) each of them does not have any other major appointment and professional qualifications; (iv) each of them does not have any relationship with any Directors, senior management, substantial shareholders, or controlling shareholders of the Company; and (v) each of them 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 Ms. Pang and Ms. 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 Ms. Pang and Ms. Zhang that need to be brought to the attention of the Shareholders.

The Board would like to extend its warm welcome to Ms. Pang and Ms. Zhang for their appointment to the Board.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

Following the resignation of Mr. Feng, he has ceased to be a member of the Audit Committee, the Nomination Committee and the Corporate Governance Committee with effect from 11 December 2023. Following the resignation of Ms. Liao, she has ceased to be a member of the Audit Committee and the chairlady of the Remuneration Committee with effect from 11 December 2023.

Subsequent to the appointment of Ms. Pang as an independent non-executive Director, Ms. Pang has been appointed a member of the Audit Committee, the Nomination Committee and the Corporate Governance Committee with effect from 11 December 2023.

Subsequent to the appointment of Ms. Zhang as an independent non-executive Director, Ms. Zhang has been appointed a member of the Audit Committee and the chairlady of the Remuneration Committee with effect from 11 December 2023.

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

Hong Kong, 11 December 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, Ms. Pang Xiaoli and Ms. Zhang Wenjuan.

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*