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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)

### **ANNOUNCEMENT PURSUANT TO RULES 17.50(2)(U) AND 17.50A(2) OF THE GEM LISTING RULES**

This announcement is made by StarGlory Holdings Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.50(2)(u) and Rule 17.50A(2) of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited.

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company was informed that the Securities and Futures Commission (“**SFC**”) has commenced legal proceedings (the “**Legal Proceedings**”) under section 214 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“**SFO**”) in the Court of First Instance of the High Court of Hong Kong (the “**Court**”) to seek disqualification orders against seven former directors, including Mr. Chan Yee Ping Michael (“**Mr. Chan**”), the independent non-executive Director, and two former de facto directors of SoftMedx Healthcare Limited (stock code: 648.HK) (“**SoftMedx**”) for allegedly breaching their fiduciary duties. Mr. Chan was the independent executive director of SoftMedx from June 2014 to May 2022.

According to the news published by the SFC on 4 September 2024 (the “**News**”), in June 2016, SoftMedx’s wholly-owned subsidiary acquired 9.9% of the issued share capital of New Ray Medicine International Holdings Limited (stock code: 6108.HK) for approximately \$79 million from Town Health Pharmaceutical Limited (the “**Vendor**”), an indirect wholly-owned subsidiary of Town Health International Medical Group Limited (stock code: 3886.HK) (the “**Transaction**”). The announcement published by SoftMedx on 23 June 2016 (the “**SoftMedx Announcement**”) regarding the Transaction stated that (i) the Vendor and the beneficial owner of the Transaction were independent third parties of SoftMedx and its connected persons; (ii) the consideration of the Transaction was determined after arm’s length negotiation between SoftMedx and its subsidiaries (the “**SoftMedx Group**”) and the Vendor; and (iii) there were benefits derived from the Transaction. According to the News, the SFC’s investigation reveals that the Transaction was not negotiated at arm’s length between the SoftMedx Group and the Vendor; and there was also no plan to realise the stated benefits of the Transaction. It is alleged that the seven former directors of SoftMedx, including Mr. Chan, breached their duties towards SoftMedx by causing SoftMedx to publish false and/or misleading information in the SoftMedx Announcement.

Having regard to (i) the information currently available to the Board as at the date of this announcement, and (ii) that the Legal Proceedings are still ongoing and there is no judgement against Mr. Chan by the Court yet, nothing has come to the attention of the Board that would cause it to believe that Mr. Chan is not suitable to act as the independent non-executive Director.

Since (i) Mr. Chan is only an independent non-executive Director who does not participate in the day-to-day management of the Group, and (ii) the Legal Proceedings do not involve the Group, the Board considers that the Legal Proceedings would have no material adverse impact on the business operation or financial position of the Group.

The Board will continue to monitor the development of the Legal Proceedings and will provide an update when further information relating to the Legal Proceedings becomes available to the Board as and when appropriate in accordance with the GEM Listing Rules.

Shareholders of the Company and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 5 September 2024

*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 Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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](http://www.hkexnews.hk) for at least 7 days from the date of its posting and the website of the Company at [www.stargloryhcl.com](http://www.stargloryhcl.com).*