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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 EXTRAORDINARY GENERAL MEETING HELD ON 7 JANUARY 2022 AND ADJUSTMENTS IN RELATION TO THE CONVERTIBLE BONDS

POLL RESULTS OF THE EGM

The Board is pleased to announce that the Ordinary Resolution proposed at the EGM was duly passed by the Shareholders attending and voting at the EGM by way of poll.

ADJUSTMENTS IN RELATION TO THE CONVERTIBLE BONDS

Pursuant to the terms and conditions of the Convertible Bonds, the conversion price of the outstanding Convertible Bonds has been adjusted from the initial conversion price of HK\$0.07 per conversion share to HK\$0.56 per conversion share as a result of the Share Consolidation. There will be 71,428,571 Consolidated Shares to be issued upon the full conversion of the aggregate outstanding Convertible Bonds. The above adjustment to the conversion price has been reviewed by PKF Hong Kong Limited, being the auditor of the Company. The adjustment takes effect on Tuesday, 11 January 2022.

Reference is made to the circular (the “**Circular**”) of StarGlory Holdings Company Limited (the “**Company**”) dated 21 December 2021 and the proposed ordinary resolution (the “**Ordinary Resolution**”) set out in the notice of extraordinary general meeting of the Company (the “**EGM**”) dated 21 December 2021 (the “**EGM Notice**”). Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The EGM was held at 11:00 a.m. on Friday, 7 January 2022 at 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan. The EGM was convened by the Board and chaired by Mr. Chan Yee Ping Michael (“**Mr. Chan**”), the independent non-executive Director of the Company. Five out of the five Directors attended the EGM, Mr. Huang Chao, Mr. Wu Xiaowen, Mr. Yang Haiyu and Mr. Zeng Shiquan attended the EGM by video conference.

POLL RESULTS OF THE EGM

The Board is pleased to announce that Ordinary Resolution proposed at the EGM convened and held on Friday, 7 January 2022 was duly passed by the Shareholders attending and voting at the EGM by way of poll.

Details of the poll results in respect of the Ordinary Resolution are as follows:

Ordinary Resolution	Number of votes ^(Note 1) (approximate percentage of total number of cast vote)	
	For (no. of Shares/%)	Against (no. of Shares/%)
<p>“THAT subject to and conditional upon The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Consolidated Shares (as defined below) to be in issue upon the Share Consolidation (as defined below) becoming effective, with effect from one clear business day after the date on which this resolution is passed:</p> <p>(a) every eight (8) issued and unissued ordinary shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) ordinary share of HK\$0.08 each (each a “Consolidated Share”) in the share capital of the Company (the “Share Consolidation”);</p> <p>(b) all the Consolidated Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the memorandum and articles of association of the Company;</p> <p>(c) any fractional Consolidated Share resulting from the Share Consolidation will be disregarded and will not be issued to the shareholder(s) of the Company concerned, but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefit of the Company in such manner and on such terms as the directors of the Company (the “Directors”, each a “Director”) may think fit; and</p> <p>(d) any one Director and such person or persons authorised by the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, including under seal where applicable, on behalf of the Company, as they shall, in their absolute discretion, consider necessary, desirable or expedient to implement and give effect to any or all of the foregoing.”</p>	2,335,588,059 (99.791714%)	4,874,846 (0.208286%)

Notes:

- The number of votes and percentage of voting as stated above are based on the total number of issued Shares held by the Shareholders who attended and voted at the EGM in person, by authorised representative or by proxy.

As more than 50% of the votes were cast in favour of the Ordinary Resolution, the Ordinary Resolution was duly passed as an ordinary resolution of the Company.

As at the date of the EGM, the total number of issued Shares was 4,166,175,000, which was the total number of Shares entitling the Shareholders to attend and vote for or against the Ordinary Resolution at the EGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Ordinary Resolution at the EGM and no Shareholder was required to abstain from voting at the EGM under the GEM Listing Rules. No parties had indicated in the Circular that they intended to vote against or to abstain from voting on the Ordinary Resolution proposed at the EGM.

The Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

SHARE CONSOLIDATION

As all the conditions to the Share Consolidation have been fulfilled, the Board is also pleased to announce that the Share Consolidation will become effective on Tuesday, 11 January 2022. Please refer to the Circular for details, including the trading arrangement, matching services for odd lots in connection with the Share Consolidation and the exchange of share certificates in respect of the Share Consolidation. Shareholders should note that upon the Share Consolidation becoming effective, new share certificates of the Consolidated Shares in the color of purple will be issued to the Shareholders.

ADJUSTMENTS IN RELATION TO THE CONVERTIBLE BONDS

Reference is made to the Company's announcements dated 28 June 2012, 8 July 2015, 10 July 2015, 15 August 2018 and 13 August 2021 and the circulars of the Company dated 30 July 2012 and 25 July 2015 in relation to, among other things, the issue of the Convertible Bonds and the extension of the maturity date of the Convertible Bonds.

Pursuant to the terms and conditions of the Convertible Bonds, the conversion price of the outstanding Convertible Bonds has been adjusted from the initial conversion price of HK\$0.07 per conversion share to HK\$0.56 per conversion share as a result of the Share Consolidation. There will be 71,428,571 Consolidated Shares to be issued upon the full conversion of the aggregate outstanding Convertible Bonds. The above adjustment to the conversion price has been reviewed by PKF Hong Kong Limited, being the auditor of the Company. The adjustment takes effect on Tuesday, 11 January 2022.

Save for the adjustments above, all other terms and conditions of the outstanding Convertible Bonds remain unchanged.

By order of the Board
StarGlory Holdings Company Limited
Huang Chao
Chairman

Hong Kong, 7 January 2022

As at the date of this announcement, the Company's executive director is Mr. Huang Chao and Mr. Wu Xiaowen; and the independent non-executive Directors are Mr. Chan Yee Ping Michael, Mr. Yang Haiyu and Mr. Zeng Shiquan.

This announcement, for which the directors of the Company 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 of the Company having made all reasonable enquiries, confirm that to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and (2) there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the GEM website at www.hkgem.com on the "Latest Company Announcements" page and the website of the Company at www.stargloryhcl.com for at least 7 days from the date of its posting.