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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)**

### **COMPLETION OF ISSUE OF NEW SHARES UNDER GENERAL MANDATE**

Reference is made to the announcement of the Company dated 18 December 2024 (the “**Announcement**”) in relation to, among others, the subscription of 34,285,713 Subscription Shares at the Subscription Price of HK\$0.35 per Subscription Share under the General Mandate. Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement unless otherwise stated.

#### **COMPLETION OF ISSUE OF NEW SHARES UNDER GENERAL MANDATE**

The Board is pleased to announce that all the conditions set out in the Subscription Agreements have been fulfilled on 6 January 2025 and completion of the Subscription took place on 13 January 2025 in accordance with the terms and conditions of the Subscription Agreements.

Pursuant to the Subscription Agreements, 34,285,713 Subscription Shares, representing approximately 6.18% of the issued share capital (as enlarged by the allotment and issue of the Subscription Shares) of the Company as at the date of this announcement, have been allotted and issued by the Company to the Subscribers at the Subscription Price of HK\$0.35 per Subscription Share under the General Mandate.

The gross proceeds from the Subscription are approximately HK\$12,000,000, and the net proceeds from the Subscription (after deduction of relevant expenses) are approximately HK\$11,700,000 (the “**Net Proceeds**”).

It is expected that the Net Proceeds from the Subscription would be used for the Company’s operation and new business development as follows:

1. approximately HK\$3.0 million (representing approximately 25.64% of the Net Proceeds) for operation of the existing food and beverage business. This amount is currently expected to be utilized by June 2025;
2. approximately HK\$5.0 million (representing approximately 42.74% of the Net Proceeds) for the Company’s corporate expenses, including, among others, staff costs, rental cost, professional fees, and other operation expenses. This amount is currently expected to be utilized by June 2026; and
3. approximately HK\$3.7 million (representing approximately 31.62% of the Net Proceeds) for expansion of the Group’s renewable energy and new material business, including research and development. This amount is currently expected to be utilized by June 2026.

For more information of the Subscribers, please refer to the Announcement. To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, as at the date of this announcement, each of the Subscribers and its ultimate beneficial owner (if any) is a third party independent of the Company and its connected persons.

## EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the shareholding structure of the Company immediately before and after the completion of the Subscription are as follows:

	Immediately before completion of the Subscription		Immediately after completion of the Subscription	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Oceanic Fortress Holdings Limited <sup>(1)</sup>	296,887,066	57.01	296,887,066	53.49
Ms. Huang Li <sup>(1)</sup>	5,280,000	1.01	5,280,000	0.95
Ms. Pang Xiaoli <sup>(2)</sup>	410,000	0.08	410,000	0.07
Other Public Shareholders	218,194,809	41.90	218,194,809	39.31
Jumbo Grand International Limited	–	–	28,571,428	5.15
Ms. Zeng Huimei	–	–	5,714,285	1.03
Total	<u>520,771,875</u>	<u>100.00</u>	<u>555,057,588</u>	<u>100.00</u>

### Notes:

- (1) Ms. Huang Li beneficially owns 5,280,000 Shares and is deemed to be interested in 296,887,066 Shares held by Oceanic Fortress Holdings Limited, the entire issued shares of which is owned by Ms. Huang Li.
- (2) Ms. Pang Xiaoli is an independent non-executive Director.
- (3) Mr. Tang Sing Ming Sherman holds the convertible bonds in respect of the outstanding principal amount of HK\$40,000,000, under which a total of 71,428,571 ordinary shares of the Company would be issued upon full exercise of the conversion rights attaching thereto. Upon full conversion of the convertible bonds, Mr. Tang Sing Ming Sherman would hold 71,428,571 ordinary shares, representing approximately 12.87% of the issued share capital of the Company as at the date of this announcement. Ms. Ho Ming Yee is the spouse of Mr. Tang Sing Ming Sherman and is therefore deemed to be interested in the same number of shares of the Company held by Mr. Tang Sing Ming Sherman by virtue of SFO.

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

Hong Kong, 13 January 2025

*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).*